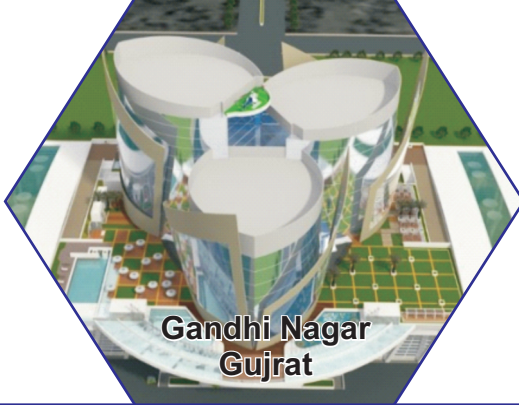




**INDIAN RAILWAY STATIONS
DEVELOPMENT CORPORATION LIMITED
(A JV OF IRCON & RAIL LAND DEVELOPMENT AUTHORITY)**



**ANNUAL REPORT
2016-17**

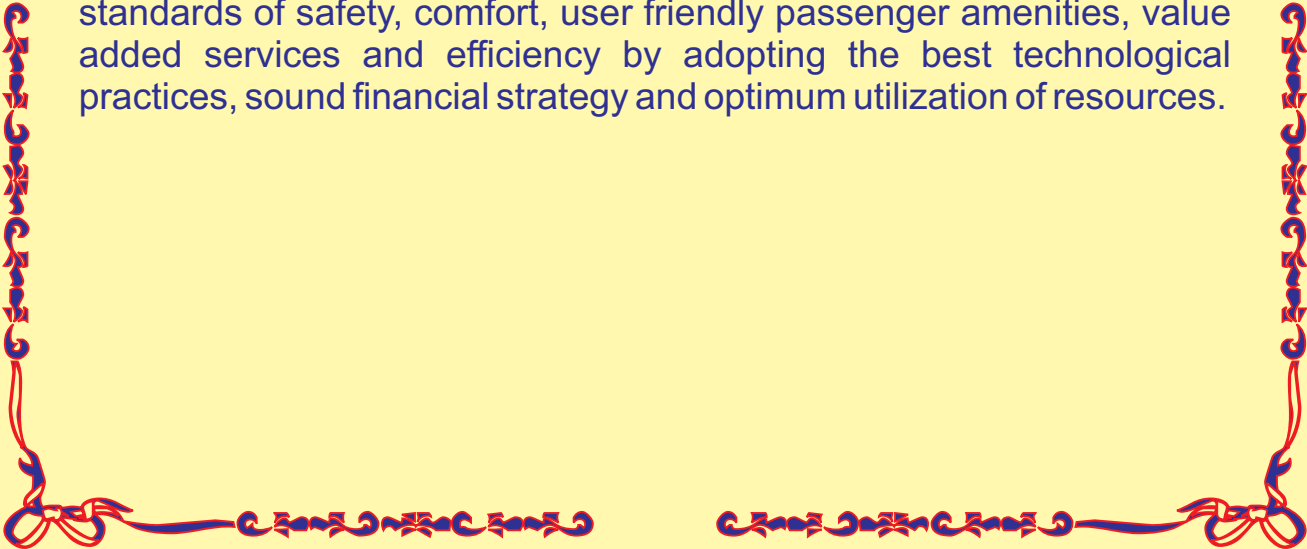


VISION

To be a leading organization in the field of development, redevelopment, operation and maintenance of railway stations with passenger amenities of international standards.



MISSION



To develop self-sustainable railway stations in the country with high standards of safety, comfort, user friendly passenger amenities, value added services and efficiency by adopting the best technological practices, sound financial strategy and optimum utilization of resources.



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BOARD OF DIRECTORS

(As on 01-04-2017)



Mr. M. K. Singh
Director



Mr. Anil Kumar Gupta
Director



Mr. Yogesh K. Misra
Director



Mr. Naresh C. Goyal
Director



Mr. Ajit Kumar
Director

KEY EXECUTIVES



Mr. S. K. Lohia
Chief Executive Officer



Mr. Parag Verma
Chief Operating Officer



Mr. Bharat Bhushan Sood
Chief Financial Officer



Mr. Prasant Kumar Sahoo
Company Secretary

Statutory Auditors

Bansal Gupta & Associates
C-37, 2nd Floor, Connaught Place,
New Delhi - 110001

Main Bankers

Indian Overseas Bank

Registered Office

4th Floor, Palika Bhawan
Sector-XIII, R. K. Puram,
New Delhi - 110066



Chairman's Address

Good afternoon everybody,

On behalf of the Board of Directors, I take this opportunity to extend a very cordial welcome to you all in this 5th Annual General Meeting of your company. The Annual Report for the Financial Year ending 31st March 2017, along with the Directors' Report, Audited Annual Accounts and Statutory Auditor's Report and the report of Comptroller & Auditor General of India have already been circulated to you and I take them as read.

I would like to briefly share with you the details of the performance of the Company.

Financial Profile

This is the 5th year of operation of your company. During the period, the Company has earned an interest of Rs 176.30 lacs. However since the Company has become operational in current year and all the intangible assets of Habibganj Station Development have been charged in 2016-17 amounting to Rs. 563.87 lacs, hence this has resulted in a loss of Rs 453.90 lacs.

Operational Profile

You are aware that Twelve (12) railway stations namely; Chandigarh(CDG), Habibganj(HBJ)-Bhopal, Shivaji Nagar(SVJR)-Pune, Bijwasan (BWSN)-New Delhi, Anand Vihar (ANVR)-New Delhi, Surat-Gujarat, Gandhinagar-Gujarat, Gandhinagar (Jaipur), Gwalior, Amritsar, Nagpur, Baippanahalli (Bengaluru) have been entrusted to your Company for development & feasibility study.

During the year 2016-17, IRSDC made a break-through by awarding the first railway station development i.e. Habibganj Railway Station on the Indian Railway Network with land monetisation model for which railways had been attempting since last many years. LoI (Letter of Intent) was issued on 10.03.2016 and detailed Letter of Acceptance (LoA) has been issued on 07.06.2016. Being first of its kind, this pilot project is expected to be the trendsetter Project for the entire station redevelopment programme of the Ministry of Railways. This is one of the five pilot projects initially entrusted to IRSDC by Railway Board through RLDA. Developer has already signed the Development agreement on 14.07.2016 and has already registered a SPV (Special Purpose Vehicle) for the implementation of the project. The appointed date for the project was declared on 01.03.2017 making Habibganj as the first privately managed station on Indian Railways. The work of the Habibganj is in full swing.

Besides this project, a unique model of station development has been tried out for Gandhinagar Station redevelopment where a 300 room five star hotel is also being constructed above the tracks for the first time in India. The Project combines Railway Station, Hotel as well as Mahatma Mandir Convention exhibition facility and Helipad Exhibition Ground of GoG. A SPV called Gandhinagar Railway and Urban Development Corporation Ltd. (GARUD) has been formed for this project with participation of MoR (through IRSDC) and GoG (through GIDB) in 26:74 respectively. The Bhoomi Poojan ceremony of this project was done by Hon'ble PM of India on 09.01.2017. The work is in full swing and targeted for completion in a record time of less than 23 months.

Another project in Gujarat namely development of truly seamless Multimodal Transport Hub at Surat, is a unique project where for the first time in the history of India, Central, State and Local Govt have come together to not only pool their lands for joint development but also forming a JV named Surat Integrated Transportation Development Corporation Ltd. (SITCO) for the project. The MoU has already been signed on 17.08.2016 at Surat in presence of the then Hon'ble Railway Minister and Dy. CM Gujarat.

In addition RFP has already been invited for Anand Vihar and Bijwasan in Delhi area. Your Company has been successful in getting some clarity on the legal cover for entire Station development. The then Attorney General of India has opined on 23.11.2016 that the commercial development shall be governed under the Railway Act, 1989 and we are supposed to consult the urban local body rather than seek their approval. The Attorney General of India has also opined that the FSI would be applicable on the entire Railway land and shall be same as that is applicable in the vicinity of the Railway Land. With these important achievements, your Company is poised to grow by leaps and bounds in the coming years.

Corporate governance

IRSDC complied with the conditions of Corporate Governance, as stipulated in the Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises, Government of India. As required under the said guidelines and provisions, a separate section on Corporate Governance has been added to Directors' Report and a Certificate regarding compliance of conditions of Corporate Governance has been obtained from a Practicing Company Secretary.

Acknowledgement

Before I conclude, on behalf of the Board of Directors and the Company, I would like to extend special thanks to, Ministry of Railways, Rail Land Development Authority; and also to our holding company Ircon International Limited for their continued support and guidance. I would also like to place on record for the commitment and hard work put in by our employees at all levels in achieving the growth of the Company.

I look forward to your unwavering support in this challenging but exciting process of building railway stations of international standard for enhanced passenger amenities.

Jai Hind.

(M. K. Singh)
Chairman/IRSDC

Place: New Delhi
Date-25/09/2017

Directors' Report

To
The Members,

Your Directors have pleasure in presenting 5th Annual Report on the working of the Company for the financial year ended on 31st March, 2017 together with Audited Annual Accounts, Auditors' Report for the reporting period.

FORMATION OF THE COMPANY

Indian Railway Stations Development Corporation Limited (IRSDC) was incorporated on April 12, 2012 as a Joint Venture of IRCON International Limited (IRCON) (A Govt. of India Undertaking, under Ministry of Railways) and Rail Land Development Authority (RLDA), a statutory authority under the Ministry of Railways with the aim to develop the Railway Stations across India with primary objective of augmenting and maintaining passenger amenities at stations in a holistic manner. IRSDC, in addition to redevelopment/remodelling/up gradation of level of passenger amenities shall be responsible to maintain station premises for a period of 45 years.

The Company obtained Certificate of Commencement of Business on 09th May, 2012 from the office of Registrar of Companies. The Equity stake of IRCON and RLDA in IRSDC is in the ratio of 51:49 respectively.

OPERATIONAL HIGHLIGHTS

IRSDC has been entrusted with development of 13 stations located at Chandigarh, Habibganj (Bhopal), Shivaji Nagar (Pune), Bijwasan (New Delhi), Anand Vihar (Delhi), Surat and Gandhinagar (Gujarat), and SAS Nagar (Mohali) Punjab, Gandhinagar (Jaipur), Amritsar, Gwalior, Nagpur and Baiyappanhalli (Bengaluru) for development/re-development. The status of re-development of railway station by IRSDC is as follows:

- (i) Chandigarh Railway Station - proposal sent to Railway Board for taking up the re-development work on EPC mode, decision awaited;
- (ii) Habibganj Railway Station - contract for re-development of this station has been awarded, wherein the station will be modernized through commercial development of land and maintained through retail and advertising revenues, physical work has started;
- (iii) Shivajinagar Railway Station - development is under approval by Pune Municipal Corporation;
- (iv) Bijwasan and Anand Vihar Railway Station - bidding process is in advanced stage;
- (v) Surat Railway Station - planned to be re-developed as a Multi Modal Transportation Hub through a Joint Venture Company and pooling of land by the Central, State, and Local Government;
- (vi) Gandhinagar Railway Station - work taken up through a JV company between IRSDC (MoR) and Gujarat Industrial Development Board - GIDB (GoG) on EPC mode;
- (vii) SAS Nagar Mohali Railway Station - found to be unviable and has been proposed for de-entrustment.
- (viii) Five stations namely Amritsar, Baiyappanhalli (Bengaluru), Gwalior, Gandhinagar (Jaipur), Nagpur have been recently entrusted to IRSDC. Concept drawings to be finalised through a design competition concept which is in progress.

City Specific JV Companies of MoR where IRSDC is on BOD.

Gandhinagar Railway and Urban Development Corporation (GARUD)

GARUD is a Joint Venture Company between IRSDC (MoR) and GIDB (GoG) was incorporated on 05.01.2017. The main objects of GARUD is to carry on the project for re-development, financing, planning, operations and management, implementation of Gandhinagar Railway Station re-development project including development of Hotel above Railway track/ station by leveraging land, Air space and other infrastructure available around the Gandhinagar Railway Station and also to undertake operations, maintenance, management of Mahatma Mandir and Exhibition Centre at Gandhinagar. The equity participation of IRSDC (MoR) and GIDB (GoG) is in the ratio of 26:74 respectively.

FINANCIAL REVIEW

During the financial year 2016-17, IRSDC has not raised additional equity share capital. Therefore, as on 31st March, 2017, the Company has paid up share capital of Rs 4000.00 lacs against authorized share capital of Rs 10000.00 lacs.

The Company made payments to the architectural and financial consultants amounting to Rs. 397.96 lacs and common expenses of Rs. 297 lacs i.e. total of Rs. 694.96 lacs and Rs. 563.87 lacs has been amortized, which has resulted into Intangible Assets under development.

During the year ended 31st March, 2017 the Company earned other income of Rs 195.95 lacs mainly because of interest earned on fixed deposits made with banks. The Company has Profit Before Tax (PBT) and Profit After Tax (PAT) of Rs (463.72) lacs and Rs (453.90) lacs respectively for the year 2016-17.

FINANCIAL PERFORMANCE INDICATORS.

(Rs. in Lacs)

S. No.	Particulars	2016-17	2015-16
1	Authorized Share Capital	10000.00	10000.00
2	Paid up Share Capital	4000.00	4000.00
3	Total Income	210.63	243.51
4	Total Expenses	674.35	Nil
5	Profit/(loss) before Tax	(463.72)	243.51
6	Profit/(loss) after Tax	(453.90)	114.51
7	Net Worth	4004.30	4458.20
8	Earnings per Share	(1.13)	0.29
9	Cash & Bank Balances	2126.62	2382.69
10	Intangible assets under development	2170.99	2039.89

DIVIDEND

Since the Company is in the initial stages of its business it has not earned any Operating Profit. Therefore, no dividend can be declared by the Company now.

PUBLIC DEPOSITS

During the Reporting year the company has not taken any deposits covered under or which are not in compliance with the requirements of chapter V of the Companies Act 2013.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITIONS BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no material changes and commitments subsequent to the close of the financial year 31.03.2017 affecting the financial position of the Company.

CONTRACTS AND ARRANGEMENT WITH THE RELATED PARTIES

Details of contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are required to be disclosed in AOC-2. However, the same has been disclosed in AOC-2 annexed thereto.

PARTICULAR OF LOANS, INVESTMENT AND GUARANTEE

The Company has not taken/given loans, guarantees or investments under section 186 during the year.

CONSERVATION OF ENERGY AND ENVIRONMENTAL CONCERNS

As the company's operations do not involve any manufacturing or processing activities, there are no significant particulars relating to conservation of energy, technology absorption under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

FOREIGN EXCHANGE EARNING AND OUTGO

During the financial year under review the Company had no earning and outgo in foreign exchange.

RISK MANAGEMENT POLICY

The Company has adopted the following measures concerning development and implementation of Risk Management Policy after identifying the following element of risks which in opinion of the Board may threaten the very existence of the Company;

- a) Avoidance (eliminate, withdraw from or not become involved)
- b) Reduction (optimize-mitigate)
- c) Sharing (transfer-outsource or insure)
- d) Retention (accept and budget)

The following elements of Risks involved in the Project:

1. Pre-operative stage risk

- a) Unavailability of Land records/mutation
- b) External Linkages
- c) Financing Risks
- d) Planning Risks
- e) Approval Risks

2. Construction stage risk

- a) Design risk
- b) Construction risk
- c) Approval risk

3. Operation phase risk

- a) O & M risk
- b) Demand risk
- c) Payment risk
- d) Financial risk

4. Handover stage risk

- a) Handover risk
- b) Terminal value risk

5. Other risk

- a) Change in law
- b) Force majeure
- c) Concessionaire default
- d) Government default

POLICY DEVELOPED AND IMPLEMENTED ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has developed the CSR and Sustainability Policy being the target for MoU 2015-16 as per the DPE guidelines but not implemented as the said provisions are not applicable for the time being to the Company.

CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

The provisions of Section 178(1) are applicable to the Company and hence the Company has constituted a Nomination and Remuneration Committee as a matter of compliance to the provisions of the Companies Act, 2013.

COMPLIANCES

Presidential Directives

No presidential Directives were received during the year.

Particulars of Employees

During the period under review the Company had no employees in receipt of remuneration exceeding the limit prescribed, under section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Right to Information Act, 2005

As per the requirement of RTI Act, necessary updated information including names of the Appellate Authority, Central Public Information Officer and Assistant Public Information officer of the Company are posted on the Website. During the year, the Company has received (04) Nos. queries and replied satisfactorily.

Information Technology

The Company has its website in domain <http://www.irsdc.in>, which provides profile of the Company, Projects, Annual Reports, Tenders, Contact details etc. During the year, updates were made regarding projects, annual reports, tenders, RTI, contacts details etc.

Corporate Governance

“Management Discussion and Analysis Report” and “Corporate Governance Report” forms an integral part of this Directors' Report and have been placed as Annexure “A” and “B” respectively.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134 (5) referred to in clause (c) of sub-section (3) of Section 134 of the companies Act, 2013, your Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2016-17 and of the profit & loss of the company for that period;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts on a going concern basis.
- (v) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD OF DIRECTORS

During April 2016 to March 2017, Six meetings of Board of Directors were held with one meeting in each of the quarter excepting quarter ended Sept 2016 & March 2017. Meetings were held on 19th May 2016, 31st August, 2016, 26th September, 2016, 30th December, 2016, 22nd February, 2017 and 1st March, 2017.

The following Directors ceased to hold office during the financial year 2016-17:-

1.	Mr. Rajendra Prasad	Ceased to be Director due to withdrawal of his nomination by Rail Land Development Authority and Mr. Naresh C. Goyal was nominated. Held office from 26.08.2015 to 18.08.2016.
2.	Mrs. Bhuvaneshwari.K	Ceased to be Director due to withdrawal of his nomination by Ircon International Limited and Mr. M.K Singh was nominated. Held office from 14.01.2016 to 19.07.2016.
3.	Mr. Mohan Tiwari	Ceased to be Director due to Superannuation and Mr. Yogesh Kumar Misra was nominated. Held office from 12.04.2012 to 30.09.2016.

The following Directors are holding office as on date:

1.	Mr. M. K. Singh, Director	From 20/07/2016
2.	Mr. Anil Kumar Gupta, Director	From 14/01/2016
3.	Mr. Yogesh Kumar Misra, Director	From 07/11/2016
4.	Mr. Naresh C. Goyal, Director	From 19/08/2016
5.	Mr. Ajit Kumar, Director	From 18/08/2015

AUDITORS

M/s Bansal Gupta & Associates was appointed by the Comptroller and Auditor General of India, as Statutory Auditor, to audit the accounts of the Company for the year 2016-17. There is no reservation or qualification in their report.

EXTRACTS OF ANNUAL RETURN

In accordance with the provisions of Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, an extracts of the Annual Return for the year 2016-17 is required to be attached with the Directors' Report as "Annexure C" as per MGT 9.

ACKNOWLEDGEMENT

The Board of Directors wish to place on record their appreciation for the support and co-operation extended by IRCON, RLDA, Ministry of Railways, the Auditors and Bankers of the Company.

We place on record our sincere appreciation for all the employees of the Company at all levels for their tireless efforts, dedication, and sincerity of purpose in improving the performance of the Company.

For and on behalf of the Board of Directors

(Anil Kumar Gupta)
DIRECTOR
DIN: 07263307

(M. K. Singh)
CHAIRMAN
DIN: 06607392

Place: New Delhi
Date: 22.08.2017

ANNEXURE A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

AN OVERVIEW

Indian Railway Stations Development Corporation Limited (IRSDC), a Special Purpose Company made by Ministry of Railways as a Joint Venture company of Ircon International Limited (IRCON) (A Govt. of India Undertaking, under Ministry of Railways, a Schedule 'A', Mini Ratna - category I Company) and Rail Land Development Authority (RLDA), a statutory authority under the Ministry of Railways, was incorporated under the Companies Act, 1956 on 12th April, 2012. The Company has obtained a Certificate of Commencement of Business on 09th May 2012 from the office of Registrar of Companies. The Equity stake of IRCON and RLDA in IRSDC is in the ratio of 51:49.

The Company is undertaking the work of development/re-development of the existing/new railway station (s) which will consist of upgrading the level of passenger amenities by new constructions/renovations including re-development of the station buildings, platform surfaces, circulating area, etc., to better standards so as to serve the need of the passengers. It will also undertake project for development of real estate on Railway/Government land and its commercial utilization as may be required in connection with development of railway stations.

BUSINESS ENVIRONMENT

In the budget 2013-14 speech of honourable Railway Minister, Mr. Sadananda Gowda it is stated ".....we will take up development of identified stations to international standards with modern facilities and passenger amenities on the lines of newly developed airports through PPP mode. Initially, Indian Railways would develop at least 10 major stations of metro cities and important junctions with state-of-the-art facilities, leveraging land and air space in and around the stations."

Therefore there is opportunity available for IRSDC to take up more works in future.

OUTLOOK

The Vision/Mission and objectives of the Company as approved by the Board of Directors of the are:-

Vision

To be a leading organization in the field of development, redevelopment, operation and maintenance of railway stations with passenger amenities of international standards.

Mission

To develop self-sustainable railway stations in the country with high standards of safety, comfort, user friendly passenger amenities, value added services and efficiency by adopting the best technological practices, sound financial strategy and optimum utilization of resources.

FINANCIAL PERFORMANCE

During the financial year 2016-17, IRSDC has not raised additional equity share capital. Therefore, as on 31st March, 2017, the Company has paid up share capital of Rs 4000.00 lacs against authorized share capital of Rs 10000.00 lacs. The Company made payments to the architectural and financial consultants amounting to Rs. 397.96 lacs and common expenses of Rs. 297 lacs i.e. total of Rs. 694.96 lacs and Rs. 563.87 lacs has been amortised which has resulted into Intangible Assets under development.

During the year ended 31st March, 2017, the Company earned other income of Rs 195.95 lacs mainly because of interest earned on fixed deposits made with banks. The Company has Profit before Tax (PBT) and Profit After Tax (PAT) of Rs (463.72) lacs and Rs (453.90) lacs respectively for the year 2016-17.

OPERATIONAL PERFORMANCE

IRSDC has been entrusted with development of 13 stations located at Chandigarh, Habibganj (Bhopal), Shivaji Nagar (Pune), Bijwasan (New Delhi), Anand Vihar (Delhi), Surat and Gandhinagar (Gujarat), and SAS Nagar (Mohali) Punjab, Gandhinagar (Jaipur), Amritsar, Gwalior, Nagpur and Baiyappanhalli (Bengaluru) for development/re-development. The status of re-development of railway station by IRSDC is as follows:

- (i) Chandigarh Railway Station - proposal sent to Railway Board for taking up the re-development work on EPC mode, decision awaited;
- (ii) Habibganj Railway Station - contract for re-development of this station has been awarded, wherein the station will be modernized through commercial development of land and maintained through retail and advertising revenues, physical work has started;
- (iii) Shivajinagar Railway Station - development is under approval by Pune Municipal Corporation;
- (iv) Bijwasan and Anand Vihar Railway Station - bidding process is in advanced stage;
- (v) Surat Railway Station - planned to be re-developed as a Multi Modal Transportation Hub through a Joint Venture Company and pooling of land by the Central, State, and Local Government;
- (vi) Gandhinagar Railway Station - work taken up through a JV company between IRSDC (MoR) and Gujarat Industrial Development Board - GIDB (GoG) on EPC mode;
- (vii) SAS Nagar Mohali Railway Station - found to be unviable and has been proposed for de-entrustment.
- (viii) Five stations namely Amritsar, Baiyappanhalli (Bengaluru), Gwalior, Gandhinagar (Jaipur), Nagpur have been recently entrusted to IRSDC. Concept drawings to be finalised through a design competition concept which is in progress.

City Specific JV Companies of MoR where IRSDC is on BOD.

Gandhinagar Railway and Urban Development Corporation (GARUD)

GARUD is a Joint Venture Company between IRSDC (MoR) and GIDB (GoG) was incorporated on 05.01.2017. The main objects of GARUD is to carry on the project for re-development, financing, planning, operations and management, implementation of Gandhinagar Railway Station re-development project including development of Hotel above Railway track/ station by leveraging land, Air space and other infrastructure available around the Gandhinagar Railway Station and also to undertake operations, maintenance, management of Mahatma Mandir and Exhibition Centre at Gandhinagar. The equity participation of IRSDC (MoR) and GIDB (GoG) is in the ratio of 26:74 respectively.

STRENGTHS

Company is JV of IRCON & RLDA. IRCON with vast national and international experience of infrastructure projects as well as development of commercial, institutional, industrial and residential properties and whereas RLDA has the statutory mandate for commercial development of the identified surplus railway land and airspace at stations assigned to it by MOR across all zonal railways.

1. Availability of Manpower from IRCON & Railways.
2. Experience of IRCON & RLDA for construction and land development respectively.
3. Support from MoR.

RISKS AND CONCERNS

Projects carry inherent risk since it is to be implemented out of the revenue realised from the commercial development of land at Railway Stations by Developers. The Major Risk is of time over run due to delay in finalisation of plans & parameters by Railways and local authorities. Both being independent bodies, IRSDC does not have any control over them.

The real estate market is not predictable which may result in non-realisation of expected land values. Moreover, response to the project from developers may not be encouraging, based on RLDA's experience in recent times.

INTERNAL CONTROL SYSTEM

Your Company has appointed M/s Khandelia and Sharma, Chartered Accountants as Internal Auditors for the year 2016-17. Internal Auditors conduct audits of the Company in two phases to test the adequacy of the internal control systems and suggest continual improvements. Internal Audit reports are reviewed by the Audit Committee and Board of Directors of the Company.

HUMAN RESOURCE

The employees of IRSDC are a combination of those who have been appointed by the Company and the employees who are on deputation basis from IRCON and RLDA/MoR.

ANNEXURE B

REPORT ON CORPORATE GOVERNANCE

1. **Company's Philosophy**

It is the constant endeavor of the Company to adopt and maintain the highest standards of ethics in all spheres of business activities.

2. **Governance Structure**

The company is managed by the Board of Directors, which formulates strategies, policies and reviews performance periodically.

Board of holding company also reviews the performance of the Company. Minutes of the Board meetings, statement of all significant transactions and arrangements entered into by the Company, and unaudited quarterly results are placed for consideration before the Audit Committee / Board Meeting of the holding company.

Apart from part-time Directors on the Board of IRSDC, the holding company has nominated a Chief Executive Officer below the board level, for management of day to day affairs of the Company.

3. **Board of Directors**

3.1 **Composition of Board of Directors**

As per Articles of Association (AOA) (Article 39) of the Company, the number of Directors shall not be less than three and not more than twelve. As per AOA (Article 41), the three Directors shall be nominated by holding company, Ircon International Limited and two Directors from Rail Land Development Authority.

Present strength of the Board of Directors is Five comprising of part-time directors including part-time chairman nominated by the Joint Venture Partners.

3.2 **The details of directors as on the date of this report are given below:**

BOARD OF DIRECTORS

(As on 31st March, 2017)

Directors	Whole-time / part-time	Members of the Boards of public companies (excluding IRSDC and private companies)	Total No. of Committee memberships held (including IRSDC & excluding private companies)	
			As Chairman	As Member other than Chairman
Mr. M. K. Singh	Part-Time Chairman	1	1	NIL
Mr. Anil Kumar Gupta	Part-Time Director	4	NIL	2
Mr. Yogesh Kumar Misra	Part-Time Director	NIL	NIL	2
Mr. Naresh C. Goyal	Part-Time Director	NIL	NIL	NIL
Mr. Ajit Kumar	Part-Time Director	NIL	2	NIL

Directors who Ceased to hold office
(during 2016-17)

Directors	Whole-time / Part-time / Nominee	Members of the Boards of public companies (excluding IRSDC and private companies)	Total No. of Committee memberships held (including IRSDC & excluding private companies)	
			As Chairman	As Member other than Chairman
Mr. Rajendra Prasad [Ceased to be Director due to Nomination withdrawn by Rail Land Development Authority and nominate Mr. Naresh C. Goyal [Held office from 26.08.2015 to 18.08.2016]	Nominee Director	NIL	NIL	NIL
Ms. Bhuvaneshwari.K [Ceased to be Director due to Nomination withdrawn by Ircon International Limited and nominate Mr. M.K Singh [Held office from 14.01.2016 to 19.07.2016]	Nominee Director	NIL	NIL	2
Mr. Mohan Tiwari [Ceased to be Director due to Superannuation and Mr. Yogesh K Misra was nominated. Held office from 12.04.2012 to 30.09.2016]	Part-time Director cum Chairman	2	NIL	NIL

Notes:

1. Directors are not related to each other.
2. Directors do not have any pecuniary relationships or transactions with the company.
3. The Directorships / Committee memberships are based on the latest disclosure received from Director
4. Committee memberships of Audit Committees, Shareholders' / Investors' Grievance Committees and CSR & Sustainable Development Committee of all Public Limited Companies have been considered.
5. None of the Director is a Member of more than 10 Committees or Chairman of more than 5 Committees, across all the companies in which he is a Director.

4. Disclosures about Directors

As per the disclosures made by the directors in terms of section 184 (1) of the Companies Act, 2013 and rule 9(1) and 16 (1) of the companies (Meeting of Board and its Powers) Rules, 2014, no relationship exists between directors inter-se. The Directors of the Company are appointed/nominated by the Ircon International Limited (IRCON), holding company and Rail Land Development Authority (RLDA) in terms of Article 42 of the Articles of Association of the Company.

4.1 Remuneration of Directors

Part-time directors, nominated on the Board by the holding company, do not draw any remuneration from the Company.

No sitting fee is paid to the part-time directors

5. Board procedure

BoD Meetings and Attendance during 2016-17:

The Board of Directors met 6 times during the financial year 2016-17 on 19th May 2016, 31st August, 2016, 26th September, 2016, 30th December, 2016, 22nd February, 2017 and 1st March, 2017.

Details of attendance of the Directors during 2016-17 are given below: -

Directors	No. of Board Meetings during 2016-17		Attended last Annual General Meeting
	Held (during their respective tenures)	Attended	
Mr. Mohan Tiwari	3	3	YES
Mr. Anil Kumar Gupta	6	6	YES
Ms. Bhuvaneshwari K.	1	No	NO
Mr. M. K. Singh	5	4	YES
Mr. Rajendra Prasad	1	1	NO
Mr. Naresh C. Goyal	5	5	YES
Mr. Yogesh K. Misra	3	3	NO
Mr. Ajit Kumar	6	6	YES

Leave of absence was granted under the Companies Act.

6. Audit Committee

6.1 Terms of Reference

The Paid-up Share Capital of the Company has been increased from Rs. 20 crores to Rs.40 crores during the financial year 2013-14 in the ratio of 51:49 between IRCON and RLDA. Consequently in compliance of section 292A of Companies Act, 1956, the Board of Directors constituted the Audit Committee at its meeting held on 30th October 2012. The Terms of Reference of the Audit Committee as given in DPE Guidelines on Corporate Governance, Chapter- 4, Para 4.2 to Para 4.5 was adopted by the BoD. In brief they include the following core areas:

- 1) Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Reviewing, with the management, the annual financial statements before they are approved by the Board of Director in particular:-
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
- 3) Reviewing, with the management, the quarterly financial statements before they are approved by the Board of Director.
- 4) Management discussion and analysis of financial condition and results of operations;
- 5) Reviewing, with the management, performance of internal auditors and adequacy of the internal control systems.
- 6) Discussion with auditors – both internal and statutory auditors – to address significant issues and follow up thereon.
- 7) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- 8) Recommending to the Board the fixation of audit fees.
- 9) Reviewing the appointment, reappointment remuneration, and removal etc of internal auditor.
- 10) Reviewing the Certification/declaration of financial statements by the Chief Executive/Head of Finance.

6.2 Audit Committee – Composition

The Audit Committee of the Board, consisting of three part-time Directors of the Company, was constituted on 30.10.2012 with the approval of Board of Directors adopting the terms of reference as given in DPE Guidelines on Corporate Governance dated 14th May, 2010, para 4.2 to para 4.5.

The present composition of the committee is:

Mr. Ajit Kumar -- Part-time Director as Member

Mr. Anil Kumar Gupta -- Part-time Director as Member

Mr. Yogesh K. Misra -- Part-time Director as Member

Mr. Prasant Kumar Sahoo, Company Secretary, is the Secretary of the Audit Committee.

7. General Body Meetings

7.1 Annual General Meeting

The Annual General Meetings were held as under:

AGM No.	Financial Year	Date of Holding Meeting	Time	Location
1st	2012-13	12th September 2013	1530	Company's Registered Office, Delhi
2nd	2013-14	26th September 2014	1630	Company's Registered Office, Delhi
3rd	2014-15	3rd September 2015	1600	Company's Registered Office, Delhi
4th	2015-16	26th September 2016	1230	IRCON International Ltd., C-4, District Center, Saket-110017

7.2 Extra-Ordinary General Meeting

No Extraordinary General Meeting was held during the year 2016-17.

8. Compliance on Corporate Governance

This Report duly complies with the legal requirements in respect of data that should be disclosed in a corporate governance report for the year 2016-17. Certificate obtained from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance is placed as **Annexure "B-1"** to this report.

9. Disclosures

Means of communication

The audited annual results are available on the website of the Company www.irsdc.in and at the Registered Office of the company.

Address for Correspondence:

The address of registered office of the company is:

Indian Railway Stations Development Corporation Limited

4th Floor, Palika Bhawan, Sector-XIII, R.K.Puram, New Delhi-110066

Contact No. : 011-24672718/24672719

Fax No. : 011-24672720

E-Mail Id : info@irsdc.co.in

Website : www.irsdc.in

Management: Management Discussion & Analysis Report forms a part of the Annual Report.

**Jatin Gupta &
Associates**
Company Secretaries

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE
GOVERNANCE UNDER CORPORATE GOVERNANCE GUIDELINES OF DPE

To,
The Members
Indian Railway Stations Development Corporation Limited
4th Floor, Palika Bhawan, Sector - XIII,
R. K. Puram, New Delhi - 110066

In respect of the compliance of the conditions of Corporate Governance for the financial year ended 31st March, 2017, by Indian Railway Stations Development Corporation Limited, a Government Company defined under Section 2 (45) of the Companies Act, 2013, as required by the Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE).

We have studied the Report on Corporate Governance of the said Company as approved by its Board of Directors. We have also examined the relevant records and documents maintained by the Company and furnished to us for our review in this regard.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We state that there has been no investor grievance during the year against the Company as per the records maintained by the Company.

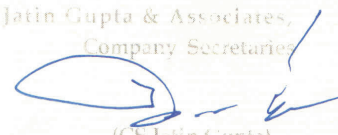
We further comment that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

In our opinion and to the best of our information and on the basis of our review and according to the information and explanation given to us, we certify that the Company has complied with the mandatory requirements of Corporate Governance in all respects as required by the Guidelines on Corporate Governance issued by the Department of Public Enterprises (DPE).

Place: New Delhi
Date: 22.08.2017



For Jatin Gupta & Associates,
Company Secretaries


(CS Jatin Gupta)
Mem. No.: F - 5651
C. P. No.: 5236

ANNEXURE- C

FORM NO. MGT -9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

**[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:

CIN	U45204DL2012GOI234292
Registration Date	12/04/2012
Name of Company	Indian Railway Stations Development Corporation Limited
Category/Sub-Category of the Company	Company Limited by Share
Address of the Registered Office and contact details	4th Floor, Palika Bhawan, Sector-XIII, R. K. Puram, New Delhi-110066
whether listed company	No
Name, Address & Contact Details of Registrar & Transfer Agents (RTA), if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	To develop/re-develop the existing/new station (s) which will consist of upgrading the level of passenger amenities by new constructions/renovations including re-development of the station buildings, platform surfaces, circulating area etc., to better standards so as to serve the need of the passengers.	-	-
2	To undertake projects for development of real estate on Railway/Government land and its commercial utilization as may be required in connection with development of railway stations.	-	-
3	To undertake projects including planning, designing, development, construction, improvement, commissioning, operation, maintenance and financing of projects and various services relating thereto including marketing, collecting revenues, etc. relating to railway stations and railway infrastructure and all matters relating thereto.	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: –

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary Associate	% of Shares Held	Applicable Section
1	M/s. IRCON International Ltd.	U45203DL1976GOI008171	Holding	51%	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category- wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
1) Indian									-
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	19,60,00,00	19,60,00,00	49%	-	19,60,00,00	19,60,00,00	49%	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	20,40,00,00	20,40,00,00	51%	-	20,40,00,00	20,40,00,00	51%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A)									
(1) :-									
2) Foreign									-
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2) :-						NIL			
Total shareholding of Promoter (A)									
= (A)(1)+(A)(2)		4,00,00,000	4,00,00,000	100%		4,00,00,000	4,00,00,000	100%	
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1) :-									

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
2) Non-Institutions					-				
a) Bodies Corp.			-						
i) Indian									
ii) Overseas									
b) Individuals					-				
I) Individuals shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh									
c) Others (specify)									
HUF									
Sub-total(B)(2) :-									
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		4,00,00,000	4,00,00,000	100%		4,00,00,000	4,00,00,000	100%	

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	M/s. IRCON	20400000	51%	-	20400000	51%	-	-
2	M/s. RLDA	19600000	49%	-	19600000	49%	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
At the beginning of the year	No changes during the year			
Data wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat/equity etc.)	No changes during the year			
At the end of the year	No changes during the year			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1		-	-	-	-
2		-	-	-	-
3		-	-	-	-
4		-	-	-	-
5		-	-	-	-
6		-	-	-	-
7		-	-	-	-
8		-	-	-	-
9		-	-	-	-
10		-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel :

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1. Ms. Bhuvaneshwari K. At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
2. Mr. Anil Kumar Gupta At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
3. Mr. M. K. Singh At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	100	0.00025	100	0.00025
At the end of the year	100	0.00025	100	0.00025
4. Mr. Rajendra Prasad At the beginning of the year	100	0.00025	100	0.00025
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
5. Mr. Naresh Chand Goyal At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	100	0.00025	100	0.00025
At the end of the year	100	0.00025	100	0.00025
6. Mr. Ajit Kumar At the beginning of the year	100	0.00025	100	0.00025
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	100	0.00025	100	0.00025
7. Mr. Yogesh Kumar Misra At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
8. Mr. S. K. Lohia At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
9. Mr. B. B. Sood At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
10. Mr. Prasant Kumar Sahoo At the beginning of the year	Nil	Nil	Nil	Nil
Increase or Decrease	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of remuneration	Name of MD	Total Amount
		Mr.	
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission -as% of profit -Others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act		

B. Remuneration to other directors:

S. No.	Particulars of remuneration	Name of Directors			Total Amount
		Mr.	Ms.	Mr.	
1	Independent Directors • Free for attending board/ committee meetings • Commission • Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors • Free for attending board / committee meetings • Commission • Others, please specify			Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B) = (1+2)	Nil	Nil	Nil	Nil
	Total Managerial	Nil	Nil	Nil	Nil
	Remuneration				
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1	Gross Salary	26,26,839	5,66,060	13,63,470	45,56,369
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,93,861	13,982	Nil	20,78,43
	c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	Stock Option	Nil	Nil	Nil	Nil
2	Sweat Equity	Nil	Nil	Nil	Nil
	Commission -as% of profit	-	-	-	-
	-Others, specify...				
	Others, please specify	-	-	-	-
	Total	28,20,700	5,80,042	13,63,470	47,64,212

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.

2. Details of material contracts or arrangement or transactions at arm's length basis
 - (a) Name(s) of the related party and nature of relationship- **Ircon International Limited (A Govt. of India Undertaking, Ministry of Railways) Rail Land Development Authority (A Statutory Authority under Ministry of Railways, Govt. of India), Holding Company**
 - (b) Nature of contracts/arrangements/transactions: **Repetitive**
 - (c) Duration of the contracts/arrangements/transactions: **Monthly Basis**
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Sl. No.	Particulars of Transactions	IRCON (in Rs.)	RLDA (in Rs.)
1	Reimbursement to IRCON	1,63,14,305.00	-
2	Reimbursement by IRCON	7,36,168.00	-
	Total	1,70,50,473.00	-

- (a) Date(s) of approval by the Board, if any:
- (b) Amount paid as advances, if any: **NIL**

Form shall be signed by the persons who have signed the Board's report.





Annual Accounts 2016-17

INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED

BALANCE SHEET

as at 31st March 2017

(₹ in lakhs)

Particulars		Note No.	As at 31st March 2017	As at 31st March 2016	As at 1st April 2015
I.	ASSETS				
1	Non-current assets				
	(a) Property, Plant & Equipment	3	6.93	7.13	10.08
	(b) Other Intangible Assets	4.1	-	-	-
	(c) Intangible Assets under Development	4.2	2170.99	2039.89	1413.04
	(d) Financial Assets	5			
	(i) Loans	5.1	3.06	5.20	5.51
	(ii) Others	5.2	1.96	2.52	3.62
	(e) Deferred Tax Assets (Net)	6	0.50	4.46	8.93
			2,183.44	2059.20	1441.18
2	Current assets				
	(a) Financial Assets	7			
	(i) Cash and Cash Equivalents	7.1	408.67	415.20	626.09
	(ii) Bank Balances other than (I) above	7.2	1717.95	1967.49	2199.38
	(iii) Loans	7.3	1.80	1.84	2.87
	(iv) Others	7.4	72.22	119.73	166.62
	(b) Current Tax Assets (Net)	8.1	23.57	10.27	9.23
	(c) Other Current Assets	9	53.17	0.22	0.22
			2277.38	2514.75	3004.41
	Total Assets		4460.82	4573.95	4445.59
II.	EQUITY AND LIABILITIES				
1.	Equity				
	(a) Equity Share Capital	10	4000.00	4000.00	4000.00
	(b) Other Equity	11	4.30	458.20	343.69
			4004.30	4458.20	4343.69
2.	Liabilities				
(i)	Non-current liabilities				
	(a) Financial Liabilities				
	(i) Other Financial Liabilities	12	3.45	-	-
	(b) Other Non Current Liability	13	1.22	-	-
			4.67	-	-
3.	Current liabilities				
	(a) Financial Liabilities	14			
	(i) Trade payables	14.1	244.77	17.54	16.23
	(ii) Other Financial Liabilities	14.2	138.95	58.56	73.87
	(b) Other current liabilities	15	68.13	6.36	7.08
	(c) Current Tax Liability (Net)	8.2	-	33.29	4.72
			451.85	115.75	101.90
	TOTAL Equity & Liabilities		4460.82	4573.95	4445.59
III.	See accompanying notes to the financial statements				

As per our Report of even date attached
For Bansal Gupta & Associates
Chartered Accountants
FRN 017358 N

For and on behalf of Indian Railway Stations Development Corporation Limited

CA. A Purwar
Partner
M. No 400425
Place : Delhi
Date : 22/08/17

B. B. Sood
Chief Financial Officer

Prasant Kumar Sahoo
Company Secretary

Sanjeev Kumar Lohia
M.D. & C.E.O.

M. K. Singh
Director & Chairman

INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED
STATEMENT OF PROFIT AND LOSS
For the year ended 31st March 2017

(₹ in lakhs)

Particulars		Note No.	For the year ended 31st March 2017	For the year ended 31st March 2016
Revenue :				
I.	Revenue from operations	16	14.68	-
II.	Other income	17	195.95	243.51
III.	Total Income (I+II)		210.63	243.51
IV. Expenses:				
Operating and administrative expenses :				
	- Operating Expenses	18	11.47	-
	Employee benefits Expenses	19	52.42	-
	Depreciation, amortization expense	20	564.78	-
	Other Expenses	21	45.68	-
	Total Expenses (IV)		674.35	-
V.	Profit/(Loss) Before exceptional items and Tax (III - IV)		(463.72)	243.51
VI.	Exceptional Items		-	-
VII.	Profit/(Loss) before tax (V-VI)		(463.72)	243.51
VIII.	Tax expense:			
	(1) Current tax			
	- For the year	22	-	76.05
	- For earlier years (net)		(13.78)	48.48
	(2) Deferred tax (net)		3.96	4.47
	Total Tax Expense		(9.82)	129.00
IX	Profit/(Loss) for the period from continuing operation (VII-VIII)		(453.90)	114.51
X	Profit/(loss) from discontinued operations		-	-
XI	Tax Expenses of discontinued operations		-	-
XII	Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		(453.90)	114.51
XIV	Other Comprehensive Income			
	A. (i) Items that will not be reclassified to profit and loss		-	-
	(ii) Income Tax relating to items that will not be reclassified to profit and loss		-	-
	B. (i) Items that will be reclassified to profit and loss		-	-
	(ii) Income tax relating to Items that will be reclassified to profit and loss		-	-
XV	Total Comprehensive Income for the period (IX+X) (Comprehensive profit and other comprehensive income for the period)		(453.90)	114.51

(₹ in lakhs)

Particulars		Note No.	For the year ended 31st March 2017	For the year ended 31st March 2016
XVI	Earnings per Equity Share (For Continuing Operation)			
	(1) Basic	23	(1.13)	0.29
	(2) Diluted	23	(1.13)	0.29
XVII	Earnings Per Equity Share : (For discontinuing Operation)			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings Per Equity Share: (For discontinuing and continuing Operation)			
	(1) Basic	23	(1.13)	0.29
	(2) Diluted		(1.13)	0.29

As per our Report of even date attached
For Bansal Gupta & Associates
Chartered Accountants
FRN 017358 N

For and on behalf of Indian Railway Stations Development Corporation Limited

CA. A Purwar
Partner
M. No 400425
Place : Delhi
Date : 22/08/17

B. B. Sood
Chief Financial Officer

Prasant Kumar Sahoo
Company Secretary

Sanjeev Kumar Lohia
M.D. & C.E.O.

M. K. Singh
Director & Chairman

INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED

Cash Flow Statement

for the year ended 31st March, 2017

(₹ in lakhs)

Particulars			2016-17	2015-16
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) before taxation			(463.72)	243.51
<u>Adjustments for:</u>				
Depreciation, amortization and Impairment			564.78	-
Loss/(Profit) On Sale of Assets (Net)			-	(0.01)
Interest income			(176.76)	(235.55)
Operating Profit before working capital changes	(1)		(75.70)	7.95
<u>Adjustment for :</u>				
Decrease/(increase) in Bank Balance other than those taken to CCE			249.54	231.89
Decrease/(increase) in Other Financial Assets			47.51	46.89
Decrease/(increase) in Other Current Assets			(52.95)	-
Decrease/(increase) in Current financial Liability-Loans			0.04	1.03
Decrease/(increase) in Non current-Loans			2.14	0.31
Decrease/(increase) in Other Non Current-Loans			0.56	1.10
Decrease/(increase) in Other Current Financial Liability			307.62	(14.00)
Decrease/(increase) in Current Tax Assets			-	-
Decrease/(increase) in Other Non Current Financial Liability			3.45	-
Decrease/(increase) in Other Non Current Liability			1.22	-
Decrease/(increase) in Current Tax Liability			-	-
Decrease/(increase) in Other Current Liability			61.77	(0.72)
	(2)		620.90	266.50
Cash generated from operation	(1-2)		545.20	274.45
Income Tax Paid			(32.81)	(97.01)
NET CASH FROM OPERATING ACTIVITIES	(A)		512.39	177.44
CASH FLOW FROM INVESTING ACTIVITIES				
Capital Expenditure on Intangible Assets under Development			(692.26)	(622.60)
Purchase of Fixed Assets			(3.48)	(2.13)
Sale of Fixed Assets			0.06	0.85
Interest Received			176.76	235.55
NET CASH FROM INVESTING ACTIVITIES	(B)		(518.92)	(388.33)
CASH FLOW FROM FINANCING ACTIVITIES				
Dividend (including Dividend Distribution Tax) paid			-	-
NET CASH FROM FINANCING ACTIVITIES	(C)		-	-
NET INCREASE/DECREASE IN CASH & CASH EQUIVALENT	(A+B+C)		(6.53)	(210.89)
CASH & CASH EQUIVALENT (OPENING)	(E)		415.20	626.09
Cash Balance			10.79	0.20
Balance with banks			404.41	625.89
CASH & CASH EQUIVALENT (CLOSING)	(F)		408.67	415.20
Cash Balances			408.67	10.79
Balance with Banks			-	404.41
NET INCREASE (DECREASE IN CASH & CASH EQUIVALENT)	(D-E)		(6.53)	(210.89)

As per our Report of even date attached
For Bansal Gupta & Associates
Chartered Accountants
FRN 017358 N

For and on behalf of Indian Railway Stations Development Corporation Limited

CA. A Purwar
Partner
M. No 400425
Place : Delhi
Date : 22/08/17

B. B. Sood
Chief Financial Officer

Prasant Kumar Sahoo
Company Secretary

Sanjeev Kumar Lohia
M.D. & C.E.O.

M. K. Singh
Director & Chairman

SIGNIFICANT ACCOUNTING POLICIES

Note 1: Corporate Information

Indian Railway Stations Development Corporation Limited (IRSDC), Joint Venture Company of IRCON International Limited and RLDA with an equity participation of 51:49 domiciled in India and is incorporated under the provisions of the companies Act applicable in India. IRSDC has been constituted under the companies act, 1956 as a SPV to develop railway stations across India with the primary objective of augmenting and improving passengers related amenities at stations. The company registered address is 4th Floor Palika Bhawan, Sector- XIII, R.K. Puram, New Delhi 110066.

Note 2: Summary of Significant Policies

a) Basis of Preparation

i) Statement of Compliance

The financial statements as at and for year ended March 31, 2017 have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under section 133 of the companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016.

For all periods up to and including the year ended 31 March 2016, the company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Account) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2017 are company's first IND-AS financial statements.

Refer to separate note no.42 for information on how the company has adopted Ind AS

ii) Basis of Measurement

The financial statements have been prepared under the historical cost convention and on an accrual basis, except for the following item that have been measured at fair value as required by relevant Ind-AS.

- i. Certain financial assets and liabilities measured at fair value.

iii) Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses. Actual results may differ from these estimates.

Critical accounting estimates and judgements:

- Fair value measurement of financial instruments
 - Useful lives of property, plant and equipment & intangible assets
 - Determination of percentage completion in construction contracts
 - Impairment of Non-financial assets
 - Impairment of financial assets
 - Estimation of Deferred & Current tax
 - Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognised in the period in which the results are known /materialize.
- iv) All financial information presented in Indian rupees and all values are rounded to the nearest Lakhs rupees with two decimal points except where otherwise stated.

b) Statement of Cash flow

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

c) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. (i.e. Functional Currency). The financial statements are presented in Indian rupees, which is the presentation as well as Functional currency of company. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.

Non-monetary items are translated at the rate on the date of initial transaction.

Monetary items denominated in foreign currency are translated at the prevailing closing selling rates for Liabilities and closing buying rate for Assets, at each reporting date. Foreign Exchange Gains or Losses in respect of above transactions are recognised in Statement of profit and loss.

d) Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

The machinery spares which can be used only in connection with an item of Property, Plant and Equipment and whose use is expected to be irregular are capitalized & depreciated/amortized over the balance life of such Property, Plant and Equipment.

Cost of asset includes the following-

- Cost directly attributable to the acquisition of the assets.
- Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent the expenditure is directly related to construction or is incidental thereto.
- Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

Cost of replacement, major inspection, repair of significant parts and borrowing costs for long-term construction projects are capitalised if the recognition criteria are met.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

Transition to Ind AS

On transition to Ind AS. The company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1st April 2015 measured as per the previous GAAP and use that carrying value as deemed cost of the property, plant and equipment's.

Depreciation on Property Plant and Equipment's

Depreciation on Property, plant and Equipment is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

The estimated useful life of assets for current and comparative period of significant items of property plant and equipment are as follows:

S. No.	Particulars	Useful Life
1	Office Equipment	5 years
2	Computer including UPS, Inverters and Mobile Handsets	3 Years
3	Furniture & Fixtures	10 Years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

Property plant and equipment acquired during the year, individually costing up to Rs. 5000/- are fully depreciated, by keeping Re. 1 as token value for identification.

e) Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

Intangible assets under development represents ongoing expenditure incurred in respect of the Consultancy Project and is carried at cost. Cost includes all direct expenditure incurred including Staff Expenditure for that particular project for which the Staff is posted and indirect expenditure in the nature of depreciation of fixed assets, insurance premium & rent etc. will be split between Project Expenses and Corporate Office Expenses in ratio of 75% and 25% respectively. The 75% Project Expenses are equally distributed among the number of Stations

Transition to Ind AS

On transition to Ind AS the company has elected to continue with the carrying value of all of its Intangible assets recognised as at 1st April 2015 measured as per the previous GAAP and use that carrying value as deemed cost of intangible assets.

Amortization of Intangible Assets

Intangibles are amortised on a systematic basis over the revenue pattern it will generate. The evaluation of recoverability of intangible assets is done periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

Amortisation methods, useful lives and residual values are reviewed at each reporting date
Software cost up to Rs. 1 Lakhs in each case is fully amortised in the year of purchase, by keeping Rs. 1 as token value for identification.

f) Cash and Cash Equivalent

Cash and cash equivalent in the Balance sheet comprise of cash at bank, cash in hand, other short term deposits with banks with an original maturity of three months or less and highly liquid investments, that are readily convertible to known amount of cash and which are subject to insignificant risk of changes in value and Bank overdraft.

For the purpose of statement of cash flow, cash and cash equivalents consist of cash and short term bank deposits etc., as defined above, net of outstanding bank overdrafts since they are considered integral part of the company's cash management."

g) Provisions

Provision is recognised when:

- The Company has a present obligation as a result of a past event,
- A probable outflow of resources is expected to settle the obligation and
- A reliable estimate of the amount of the obligation can be made.

Reimbursement of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received.
Provisions are reviewed at each Balance Sheet date.

Discounting of Provision

Provision recognised above which are expected to be settled beyond 12 months are measured at the present value by using pre-tax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

h) Revenue Recognition

Revenue from services would be recognized, only when it is probable that the economic benefits will flow to the entity, generally under the percentage completion method. The interest income is recognized on mercantile basis.

i) Borrowing Cost

Borrowing cost in ordinary course of business is recognized as expense of the period in which they are incurred. Borrowing cost that is directly attributable to acquisition, construction or production of a qualifying asset is capitalized as part of the cost of such asset upto the commencement of commercial operations.

j) Employee Benefits

The persons working for the company are on nomination/secondment basis and are on the rolls of its Holding Company / Parent Organization. Provision for leave encashment, gratuity and other retirement benefits is held by its Holding Company based on actuarial valuation at the year end. But the expenses are booked in the books of the account of the Company.

Similarly, Provident Fund contribution of the employees on nomination/secondment is held by the Holding Company / Parent Organization to its PF Trust on accrual basis.

Similarly all other provisions of Retirement Benefits of the employees on nomination/ secondment basis is held by its Holding Company.

k) Current Income Tax

- Taxes including current income-tax are computed using the applicable tax rates and tax laws.
- The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.
- Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.
- Current tax related to OCI Items is recognized in Other Comprehensive Income (OCI).

l) Deferred Tax

- i) Deferred income tax is recognized using balance sheet approach.
- ii) Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
- iii) Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- iv) The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.
- v) Deferred tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

m) Operating Segment

Operating segments are reported in the manner consistent with the internal reporting provided by the Chief Operating Decision Maker (CODM). Managing Director of the company has been identified as CODM. Company has identified only one reportable segment.

n) Earning Per Share

In determining basic earnings per share, the company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

o) Contingent Liabilities and Contingent Assets

a) Contingent Liabilities are disclosed in either of the following cases:

- i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
- ii) A reliable estimate of the present obligation cannot be made; or
- iii) A possible obligation, unless the probability of outflow of resource is remote.

b) Contingent assets is disclosed where an inflow of economic benefits is probable.

c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date.

d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

p) Operating Lease

i) Is classified as operating lease when significant portion of the risk and rewards are not transferred to the company.

ii) payment are charged to profit and loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

q) Fair Value Measurement

Company measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability, or
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At the reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

r) Dividend to equity holders

Dividend paid/payable shall be recognised in the year in which the related dividends are approved by shareholders or board of directors as appropriates.

s) Financial instruments:-

A. Initial recognition and measurement

Financial Instruments recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments.

B. Subsequent measurement

Financial Assets

Financial assets are classified in following categories:

a) At Amortised Cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- a) The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost using effective interest rate method less impairment, if any. The EIR amortisation is included in finance income in the statement of profit and loss.

b) At fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the Fair value through other comprehensive income if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent solely payment of principal and interest (SPPI).
Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned is recognised using the EIR method.

c) At Fair value through Profit & Loss (FVTPL)

FVTPL is a residual category for financial Assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The company has not designated any financial asset as at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of P&L.

Financial liabilities

a) Financial liabilities at Amortised Cost

Financial liabilities at amortised cost represented by trade and other payables, security deposits and retention money are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

d) Financial liabilities at FVTPL

The company has not designated any financial liabilities at FVTPL.

De-recognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of Profit & Loss.

Impairment of financial assets:

Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss.

t) Standard issued but not yet effective for the Financial Year 2016-17

IND AS 115 Revenue from Contracts with Customers

MCA had notified IND AS 115 on Revenue from Contracts with Customers in Feb 2015. The standard establishes a new five step model that will apply to revenue arising from Contracts with customers. Under IND AS 115, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IND AS 115 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IND AS.

The effective date of IND AS 115 is annual periods beginning on or after 1st January 2018, with early adoption permitted. The Company is required to adopt the standard by the Financial Year commencing 1st April 2018. The Company is currently evaluating the requirements of IND AS 115 and has not yet determined the impact on the financial statements.

INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED

1. Statement of changes in equity for the period ended 31-March-2017

(₹ in lakhs)

		Amount
A. Equity share capital		4,000
Balance as at April 01, 2016		4,000
Add: Shares issued during the year		-
Balance as at March 31, 2017		4,000
B. Other Equity		
Balance as at April 01, 2016	458.20	458.20
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	458.20	458.20
Profit for the year	(453.90)	(453.90)
OCI	-	-
Total Comprehensive Income	(453.90)	(453.90)
Dividends	-	-
Dividend Distribution Tax	-	-
Any Other change(to be specified)	-	-
Balance as at March 31, 2017	4.30	4.30

2. Statement of changes in equity for the period ended 31-March-2016

(₹ in lakhs)

		Amount
A. Equity share capital		4,000
Balance as at April 01, 2015		4,000
Add: Shares issued during the year		-
Balance as at March 31, 2016		4,000
B. Other Equity		
Particulars	Retained Earnings	Total
Balance as at April 01, 2015	343.69	343.69
Changes in accounting policy or prior period errors	-	-
Restated balance at the beginning of the reporting period	343.69	343.69
Profit for the year	114.51	114.51
OCI	-	-
Total Comprehensive Income	114.51	114.51
Dividends		-
Dividend Distribution Tax		-
Any Other change(to be specified)		-
Balance as at March 31, 2016	458.20	458.20

As per our Report of even date attached
For Bansal Gupta & Associates
Chartered Accountants
FRN 017358 N

For and on behalf of Indian Railway Stations Development Corporation Limited

CA. A Purwar
Partner
M. No 400425
Place : Delhi
Date : 22/08/17

B. B. Sood
Chief Financial Officer

Prasant Kumar Sahoo
Company Secretary

Sanjeev Kumar Lohia
M.D. & C.E.O.

M. K. Singh
Director & Chairman

INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED

3. Property, Plant and Equipment

(₹ in lakhs)

Particulars	Computers	Mobile Handset	Office Equipments	Furniture, Fixtures, Furnishings	Total
Cost or valuation					
At 1 April 2015	9.10	0.31	7.28	3.00	19.69
Additions	1.44	-	0.08	0.61	2.13
Disposals/Adjustments	(1.27)	(0.15)	(0.25)	-	(1.67)
At 31 March 2016	9.27	0.16	7.11	3.61	20.15
Additions	3.09	-	-	0.39	3.48
Disposals/Adjustments	-	(0.16)	-	-	(0.16)
At 31 March 2017	12.36	-	7.11	4.00	23.47
Depreciation and impairment					
At 1 April 2015	4.86	0.15	3.38	1.22	9.61
Depreciation charge for the year	2.48	0.09	1.35	0.33	4.25
Impairment	-	-	-	-	-
Disposals/Adjustments	(0.57)	(0.14)	(0.13)	-	(0.84)
At 31 March 2016	6.77	0.10	4.60	1.55	13.02
Depreciation charge for the year	2.03	-	1.24	0.35	3.62
Impairment	-	-	-	-	-
Disposals/Adjustments	-	(0.10)	-	-	(0.10)
At 31 March 2017	8.80	-	5.84	1.90	16.54
Net book value					
At 31 March 2017	3.56	-	1.27	2.10	6.93
At 31 March 2016	2.50	0.06	2.51	2.06	7.13
At 1 April 2015	4.24	0.16	3.90	1.78	10.08

4.1 Intangible Assets

(₹ in lakhs)

Particulars	Intangible Asset
Opening balance at 1 April 2015	-
Addition during the year	-
Sale/Adjustment during the year	-
Closing balance at 31 March 2016	-
Addition during the year	563.87
Transferred to intangible asset	-
Closing balance at 31 March 2017	563.87
<u>Amortisation and Impairment</u>	
Opening balance at 1 April 2015	-
Amortisation during the year	-
Impairment	-
Closing balance at 31 March 2016	-
Amortisation during the year	563.87
Impairment	-
Closing balance at 31 March 2017	563.87
Net book value	
At 31 March 2017	-
At 31 March 2016	-
At 1 April 2015	-

4.2 Intangible Assets under Development

(₹ in lakhs)

Particulars	Intangible Asset under Development
Opening balance at 1 April 2015	1,413.04
Addition during the year	626.85
Sale/Adjustment during the year	-
Closing balance at 31 March 2016	2,039.89
Addition during the year	694.97
Transferred to intangible asset	563.87
Closing balance at 31 March 2017	2,170.99
<u>Amortisation and Impairment</u>	
Opening balance at 1 April 2015	-
Amortisation during the year	-
Impairment	-
Closing balance at 31 March 2016	-
Amortisation during the year	-
Impairment	-
Closing balance at 31 March 2017	-
Net book value	
At 31 March 2017	2,170.99
At 31 March 2016	2,039.89
At 1 April 2015	1,413.04

Breakup of Intangible assets under development

(₹ in lakhs)

Particulars	Balance as at 01st April 2015	Additions during the year 2015-16	Balance as at 31st March 2016	Additions during the year 2016-17		Common Expenses upto 15-16 capitalized in FY 2016-17	Total	Transferred during the year	Balance as at 31st March 2017
				Direct Expenses	Common Exp during the Year				
Development/ Redevelopment of Chandigarh Station	171.72	-	171.72	38.70	43.73	144.40	398.55	-	398.55
Development/ Redevelopment of Habibganj Station*	334.83	56.37	391.20	23.44	4.83	144.40	563.87	563.87	-
Development/ Redevelopment of Shivaji Nagar Station	128.89	29.07	157.96	0.56	43.74	144.40	346.66	-	346.66
Development/ Redevelopment of Bijwasan Station	184.92	52.59	237.51	117.14	43.73	144.40	542.78	-	542.78
Development/ Redevelopment of Anand Vihar Station	106.18	161.66	267.84	94.95	43.74	144.41	550.94	-	550.94
Development/ Redevelopment of Surat Station	-	1.48	1.48	35.03	43.74	78.98	159.23	-	159.23
Development/ Redevelopment of Gandhinagar (Gujrat)	-	-	-	82.61	43.74	11.19	137.54	-	137.54
Development/ Redevelopment of Amritsar	-	-	-	3.65	29.76	-	33.41	-	33.41
Development/ Redevelopment of Jaipur	-	-	-	0.04	-	-	0.04	-	0.04
Development/ Redevelopment of Gwalior	-	-	-	0.24	-	-	0.24	-	0.24
Development/ Redevelopment of Nagpur	-	-	-	0.02	-	-	0.02	-	0.02
Development/ Redevelopment of Bayyanpalli	-	-	-	1.58	-	-	1.58	-	1.58
Common expenses pending for Capitalization	486.50	325.68	812.18	-	-	(812.18)	-	-	-
Total	1,413.04	626.85	2,039.89	397.96	297.00	-	563.87	-	2,170.99

*During the year company has issued LOA for Habibganj Stations, therefore the same has been fully Amortised during the year.

5. Non - Current Financial Assets

5.1 Loans

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
A. Secured, considered good Staff Loans	2.27	4.08	4.91
B. Unsecured, considered good Staff Loans	0.79	1.12	0.60
Total	3.06	5.20	5.51

5.2 Other Financial Assets

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
A. Secured, considered good Interest Accrued but not due	1.78	2.12	2.84
B. Unsecured, considered good Interest Accrued but not due	0.17	0.40	0.78
Total	1.96	2.52	3.62

6. Deferred Tax Assets

Reconciliation of Deferred Tax (Net)

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Opening balance	4.46	8.93	8.93
Tax income/(expense) during the period recognised in profit or loss	(3.96)	(4.47)	-
Tax income/(expense) during the period recognised in OCI	-	-	-
Closing balance	0.50	4.46	8.93

Movement in deferred tax liability/ (asset)

(₹ in lakhs)

Particulars	PPE (Property, Plant & Equipment)	Preliminary Expenses	Total
Opening balance as at 1 April 2015	-	8.93	8.93
Charged/(credited) during 2015-16			
To Profit & Loss		4.47	4.47
To other comprehensive income		-	-
Closing balance as at 31 March 2016	-	4.46	4.46
Charged/(credited) during 2016-17			
To Profit & Loss	0.50	(4.46)	(3.96)
To other comprehensive income			
Closing balance as at 31 March 2017	0.50	-	0.50

7. Current Assets- Financial Assets

7.1 Cash and Cash equivalents

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Balances with banks:			
– On current accounts*	408.67	10.79	0.20
– Flexi Accounts	-	-	-
– Deposits with original maturity of less than three months	-	404.41	625.89
	408.67	415.20	626.09

7.2 Bank Balances other than Cash and Cash equivalents

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Other Bank Balances			
– Deposits with original maturity of more than 3 months but less than 12 months	1,717.95	1,967.49	2,199.38
	1,717.95	1,967.49	2,199.38

Current Assets- Financial Assets

7.3 Loans

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
A. Secured, considered good			
Staff Loans	1.47	1.51	1.91
B. Unsecured, considered good			
Staff Loans	0.33	0.33	0.96
	1.80	1.84	2.87

7.4 Other Financial Assets

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Share Application Money pending allotment			
Gandhinagar Railway and Urban Development Corporation Limited- 26000 Equity Shares of Rs 10 each*	2.60		
Other Financial Assets			
Interest accrued on FDR	68.51	116.79	165.90
Interest accrued on Staff Loans	0.73	0.49	0.72
Insurance Claims Recoverable	0.38	0.38	-
Other Recoverables- MoR	-	2.07	-
	72.22	119.73	166.62

* IRSDC has invested in Gandhinagar Railway and Urban Development Corporation Limited (a joint venture of IRSDC & Govt. of Gujarat) on 31.03.2017 of Rs. 2.60 Lakhs for which shares were pending for allotment. Shares are allotted on 11/05/2017

8. Current Tax

8.1 Current Tax Asset

(₹ in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1 April 2015
Income Tax refundable	7.00	10.27	9.23
Advance Tax & TDS Receivable	16.57	-	-
	23.57	10.27	9.23

8.2 Current Tax Liability

(₹ in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1 April 2015
Provision for Income Tax	-	124.53	90.55
Advance Tax & TDS Receivable	-	91.24	85.83
Provision made during the year			
	-	33.29	4.72

9. Other Current Assets

(₹ in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1 April 2015
Advance to Staff (Festival & other Advance)	4.90	0.22	0.22
Service Tax input	48.28	-	-
	53.17	0.22	0.22

10. Equity Share capital

(₹ in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1 April 2015
Authorised share capital			
10,00,00,000 Equity shares of Rs.10 each (as at 31.03.2016 10,00,00,000 Equity shares of Rs.10 each, as at 01.04.2015 10,00,00,000 Equity shares of Rs.10 each)	10,000.00	10,000.00	10,000.00
	10,000.00	10,000.00	10,000.00
Issued/Subscribed and Paid up Capital			
4,00,00,000 Equity shares of Rs. 10 each-fully paid (as at 31.03.2016 4,00,00,000 Equity shares of Rs.10 each, as at 01.04.2015 4,00,00,000 Equity shares of Rs.10 each)	4,000.00	4,000.00	4,000.00
	4,000.00	4,000.00	4,000.00

Details of shareholders holding in the company

(₹ in lakhs)

Name of the shareholder	As at 31st March 2017		As at 31st March 2016		As at 1 April 2015	
	No in lakhs	% holding in the class	No in lakhs	% holding in the class	No in lakhs	% holding in the class
Ircon International Limited- Holding Company (IRCON)	204.00	51.00%	204.00	51.00%	204.00	51.00%
Rail Land Development Authority- Associate Concern (RLDA)	196.00	49.00%	196.00	49.00%	196.00	49.00%
	400.00	100.00%	400.00	100.00%	400.00	100.00%

Rights of Shareholders
(a) Voting

The company has only one class of equity share having a par value of Rs. 10 per share. Each holder of share is entitled to one vote per share

(b) Dividends

The company has not paid any dividend as so far.

(c) Liquidation

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Ministry of Railway vide letter dated 10.04.2017 has decided to transfer 1% equity to RLDA from IRCON.

Reconciliation of the number of equity shares and share capital

(₹ in lakhs)

Particulars	As at 31st March 2017		As at 31st March 2016		As at 1 April 2015	
	No. of shares in lakhs	Amount	No. of shares in lakhs	Amount	No. of shares in lakhs	Amount
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	400.00	4000.00	400.00	4000.00	400.00	4000.00
Add: Shares Issued during the year	-	-	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	400.00	4000.00	400.00	4000.00	400.00	4000.00

Aggregate no. of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014	As at 31st March 2013	As at 31st March 2012
	No. in.....	No. in.....	No. in.....	No. in.....	No. in.....	No. in.....
Equity shares allotted other than cash	-	-	-	-	-	-
Equity shares issued as bonus	-	-	-	-	-	-
	-	-	-	-	-	-

11. Other Equity

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Retained Earnings	4.30	458.20	343.69
	4.30	458.20	343.69

11.1 Retained Earnings

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016
Opening Balance	458.20	343.69
Add: Profit/(loss) transferred from Profit & Loss	(453.90)	114.51
Less: Transfer to General reserve	-	-
Closing Balance	4.30	458.20

The company has neither declared nor paid any dividend during the year.

12. Non - Current Liabilities- Other Financial Liability

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Deposits and Retention Money	3.45	-	-
	3.45	-	-

13. Other Non-Current Liability

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Advance Lease Premium (deferred income)	1.22	-	-
	1.22	-	-

Note: Deferred Income

Rs. 1.22 lakhs is an advance received towards the "Lease Premium" in relation to Habibganj project and the company will perform the services subsequently.

14. Financial Liability

14.1 Trade Payables

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Consultant	234.36	17.54	15.00
Others	10.41	-	1.23
	244.77	17.54	16.23

14.2 Other Financial Liabilities

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Payable to Staff	-	-	0.37
Deposits, Retention Money	3.05	9.30	1.80
Expenses Payable	0.20	12.96	44.67
Other Payable-Related Party	49.51	36.30	27.03
Other Payables *	86.19	-	-
	138.95	58.56	73.87

* It represents the amount received from railways for the purpose of payment to Strategic Consultant.

15. Other Current Liabilities

(₹ in lakhs)

Particulars	31st March 2017	31st March 2016	1 April 2015
Statutory Dues	68.13	6.36	7.08
	68.13	6.36	7.08

16. Revenue from Operations

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Contract Revenue		-
Lease Premium	0.14	
Consultancy Engineering Services	14.55	
Total	14.68	-

17. Other Income

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Bank Interest Gross	176.30	234.92
Interest on staff advances	0.45	0.63
Profit on sale of assets	-	0.01
Others	19.19	7.95
Total	195.95	243.51

18. Operating Expenses

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Design, Drawing, Business Development & Consultancy Charges	342.47	301.17
Vehicle Operation and Maintenance	0.40	-
Repairs and Maintenance	0.42	-
Travelling & Conveyance	18.54	-
Printing & Stationery	0.10	-
Legal & Professional charges	6.87	-
Advertisement & Publicity	40.45	-
Miscellaneous Expenses	0.18	-
Total	409.43	301.17
Less:- Transferred to Intangible Assets under development (For details refer sub note 4.2)	397.96	301.17
Total (Charged to P& L Account)	11.47	-

Habibganj project has become operational on 07.06.2016 and all the expenses incurred upto 07.06.2016 are capitalized under the head "Intangible Asset under development" and expenses incurred after 07.06.2016 has been charged to Profit & loss account.

19. Employee Benefit Expenses

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Salaries & Wages	170.01	160.00
Contribution to Provident and Other funds	7.67	9.81
Foreign Service Contribution	16.02	5.87
Retirement Benefits	14.65	14.03
Staff Welfare	1.32	1.16
Total	209.67	190.87
Less:- Transferred to Intangible Assets under development (For details ref. sub. note 4.2)	157.25	190.87
Total (Charged to P& L Account)	52.42	-

Note: Capitalization of Expenses

IRSDC, while preparing the annual accounts for the first financial year FY 2012-13, charged off the entire expenditure it incurred in the profit & loss account. Subsequently on formulation of Accounting policy duly approved by Audit committee, in the next financial year FY 2013-2014, all the expenditure incurred on various projects, were capitalised under the head "Intangible Assets" and the same was to be amortised over the useful life of the asset. The same accounting policy was followed for the next two financial year also i.e FY 2014-2015 and FY 2015-2016.

During FY 2016-17 actual Exps will be charged to project and the balance total overhead are split as (a) Corporate office exps and b) Project exps. For the balance expenses, 25% of the total expenses will be treated as Corporate office expense and 75% as the project exps. The 75% Project exps will be equally distributed among the number of Stations where the technical/financial consultant have already been appointed. The expenditure incurred up to FY 15-16 and appearing under the head "Intangible Asset under development- Common exps pending for allocation" shall be apportioned fully (100%) among all stations in equal proportion.

20. Depreciation, amortization and impairment

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Property, Plant and equipment (Refer Note 3)	3.62	4.25
Intangible Assets (Refer Note 4.1)	563.87	-
Total	567.49	4.25
Less:- Transferred to Intangible Assets under development	2.72	4.25
Total (Charged to P& L Account) (For details ref. sub. note 4.2)	564.78	-

21. Other Expenses/ Administration Expenses

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Office Rent	51.79	49.40
Vehicle Hiring Charges	13.66	12.39
Repairs and Maintenance - Office and Others	7.11	1.74
Electricity Charges	5.39	4.78
Insurance	0.25	0.23
Traveling & Conveyance	4.68	15.01
Printing & Stationery	5.11	4.66
Postage, Telephone & Telex	3.16	1.48
Legal & Professional Charges	77.67	26.51
Auditors Remuneration	1.52	1.60
Advertisement & Publicity	6.98	8.53
Training & Recruitment	0.20	0.21
Bank Charges	0.06	0.04
IRSDC Annual Day Expenses	0.77	0.95
Conference & Meeting		1.12
Website Expenses		0.77
Internal Audit Expenses	0.86	
Consumables		1.05
Books & Periodicals	0.10	
Miscellaneous Expenses	3.42	0.12
Total	182.72	130.59
Less:- Transferred to Intangible Assets under development (For details ref. sub. note 4.2)	137.04	
Total (Charged to P& L Account)	45.68	-

Note: Capitalization of Expenses

IRSDC, while preparing the annual accounts for the first financial year FY 2012-13, charged off the entire expenditure it incurred in the profit & loss account. Subsequently on formulation of Accounting policy duly approved by Audit committee, in the next financial year FY 2013-2014, all the expenditure incurred on various projects, were capitalised under the head "Intangible Assets" and the same was to be amortised over the useful life of the asset. The same accounting policy was followed for the next two financial year also i.e FY 2014-2015 and F.Y 2015-2016.

Actual Exps will be charged to project and the balance total overhead are split as (a) Corporate office exps and b) Project exps. For the balance expenses, 25% of the total expenses will be treated as Corporate office expense and 75% as the project exps. The 75% Project exps will be equally distributed among the number of Stations where the technical/financial consultant have already been appointed. The expenditure incurred up to FY 15-16 and appearing under the head "Intangible Asset under development- Common exps pending for allocation" shall be apportioned fully (100%) among all stations in equal proportion.

Payment to Statutory Auditors:

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
(i) Audit Fee - current year	0.90	1.04
(ii) Tax Audit Fees - current year	0.27	0.31
(iii) Traveling & out of pocket expenses	0.35	0.25
Total	1.52	1.60

22. Income Tax Expense

Income tax recognised in profit and loss

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Current Income Tax:		
Current Income Tax Charge	-	76.05
Adjustment: Earlier Years	(13.78)	48.48
Deferred tax:		
In respect of the current year	3.96	4.47
Total	(9.82)	129.00

Reconciliation between tax expense and the accounting profit :

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Accounting profit before tax from continuing operations	(463.72)	243.51
Accounting profit before income tax	(463.72)	243.51
At India's statutory income tax rate of : (31st March 2016: 31.2308%)	-	76.05
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
Add: Previous Year Tax	(13.78)	48.48
Less : Deferred Tax	3.96	4.47
At the effective income tax rate of (31 March 2016 : 53.38%)	(9.82)	129.00
Income tax expense reported in the statement of profit and loss (relating to continuing operations)	(9.82)	129.00
	(9.82)	129.00

23. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Basic EPS	(1.13)	0.29
Diluted EPS	(1.13)	0.29

Diluted EPS amounts are calculated by dividing the profit/(loss) attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic EPS computations:-

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Profit attributable to equity holders of the company:		
Continuing Operations	(453.90)	114.51
Discontinued Operation	-	-
Profit attributable to equity holders for Basic Earning Per Share	(453.90)	114.51
Interest on Convertible Preference Shares	-	-
Profit attributable to equity holders of the parent adjusted for the effect of dilution	(453.90)	114.51

The following reflects the weighted average No of shares used in the basic EPS Computations

(₹ in lakhs)

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
Weighted average number of Equity shares for basic EPS*	400.00	400.00
Effect of dilution:		
Share Options	-	-
Convertible Preference Shares	-	-
Weighted average number of Equity shares adjusted for the effect of dilution*	400.00	400.00

* The weighted average number of shares takes into account the weighted average effect of changes in treasury share transactions during the year. There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorization of these financial statements.

24. Capital management

The company's objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that company can continue to provide maximum returns to share holders and benefit to other stake holders, currently company does not have any borrowing nor has declared any dividend.

Further, company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. No changes were made in the objectives, policies or processes of managing capital during the year ended 31st March 2017.

25 Fair Value measurements

(i) Financial Instruments by Category

(₹ in lakhs)

Particulars	As at 31st March 2017			As at 31st March 2016			As at 1st April 2015		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial Assets									
Staff Loans	-	-	4.86	-	-	7.04	-	-	8.38
Cash and Cash Equivalents	-	-	408.67	-	-	415.20	-	-	626.09
Bank Balances other than above	-	-	1,717.95	-	-	1,967.49	-	-	2,199.38
Others	-	-	74.18	-	-	122.25	-	-	170.24
Total Financial Assets			2,205.66	-	-	2,511.98	-	-	3,004.09
Financial Liabilities									
(i) Trade payables	-	-	244.77	-	-	17.54	-	-	16.23
(ii) Others	-	-	142.40	-	-	58.56	-	-	73.87
Total Financial Liabilities			387.17	-	-	76.10	-	-	90.10

(ii) Assets and liabilities which are measured at amortized cost for which fair values are disclosed.

(₹ in lakhs)

Fair Value Hierarchy

Particulars	As at 31st March 2017		As at 31st March 2016		As at 1st April 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets	-	-	-	-	-	-
Total Financial Assets	-	-	-	-	-	-

- i) The carrying amounts of trade payables, Short term Security Deposit, cash and cash equivalents and other short term receivables and payables are considered to the same as their fair values, due to short term nature.
- ii) Investment in JV are carried at cost as per para 10 of Ind AS 27.
- iii) For financial assets and Liabilities that are measured at fair value, the carrying amount are equal to the fair values.
- iv) Staff loans and advance are continue at carrying value as per the previous GAAP

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis and at amortized cost

26 Financial Risk Management

The Company's principal financial liabilities comprise of Trade and other payables. The main purpose of these financial liabilities is to finance the company's operations and to provide guarantees to support its operation. The Company's principal financial assets include other receivables and cash and cash equivalents that derive directly from its operations.

The Company is expose to market risk, credit risk and liquidity risk. The company financial risk activities are governed by appropriated policies and procedures and that financial risk are identified, measured and managed in accordance with the companies policies and risk objectives. The board of directors reviews and agrees policies for managing each of these risk, which are summarized below:-

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Interest rate risk. Financial instruments affected by market risk includes loans and borrowing, deposits and other non derivative financial instruments.

b) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market interest rate. The company manages its interest risk in accordance with the companies policies and risk objective. Financial instruments affected by interest rate risk includes deposits with banks. Interest rate risk on these financial instruments are very low as interest rate is fixed for the period of financial instruments.

c) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customer. The company is exposed to credit risk from its financial activities including trade receivable, deposits with banks, financial institutions and other financial instruments.

d) Financial Instruments and Cash Deposits

Credit risk from balances with banks and financial institutions is managed in accordance with the companies policy. Investment of surplus are made only with approved counterparty on the basis of the financial quotes received from the counterparty.

e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Company is given below:

(₹ in lakhs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1 April 2015
Cash and Cash Equivalent	408.67	415.20	626.09
Bank Balance	1,717.95	1,967.49	2,199.38
Loans & Advances	1.80	1.84	2.87
Other Financial Assets	72.22	119.73	166.62
Other Current Assets	53.17	0.22	0.22
Total Assets (A)	2,253.81	2,504.48	2,995.18
Less			
Financial Liability	383.72	76.10	90.10
Other Current Liabilities	68.13	6.36	7.08
Total Liabilities (B)	451.85	82.46	97.18
Working Capital (A-B)	1,801.96	2,422.02	2,898.00

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2017, 31 March, 2016 and 1 April, 2015

(₹ in lakhs)

Particulars	As on 31st March 2017		
	Less than 1 Year	1-2 years	2 Years and above
Trade Payables	109.00	-	-
Other Financial Liabilities	135.76	-	-
Particulars	As on 31st March 2016		
	Less than 1 Year	1-2 years	2 Years and above
Trade Payables	17.54	-	-
Other Financial Liabilities	-	-	-
Particulars	As on 1 April 2015		
	Less than 1 Year	1-2 years	2 Years and above
Trade Payables	15.00	-	-
Other Financial Liabilities	1.23	-	-

27 Key sources of Estimation uncertainty

The followings are the key assumptions concerning the future, and the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year.

a) Fair valuation measurement and valuation process

The fair values of financial assets and financial liabilities are measured using the valuation techniques including DCF model. The inputs to these methods are taken from observable markets where possible, but where this it is not feasible, a degree of judgement is required in arriving at fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

b) Taxes

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which losses can be utilized significant management judgement is required to determine the amount of deferred tax asset that can be recognized, based upon the likely timing and level of future taxable profit together with future tax planning strategies

c) From FY 2016-17, company has charged expenses of mobile phones being provided to employees to Statement of Profit & loss instead of capitalization of the same due to which expenses have increased by Rs. 5,864/-.

d) Revenue Policy

Revenue from services would be recognised, only when it is probable that the economic benefits will flow to the entity, generally under the percentage completion method. The interest income is recognised on mercantile basis.

e) Useful Life of PPE

Company has defined useful life of property plant and equipment in accordance with Schedule-II of the Companies Act, 2013

f) Amortization of Intangible Assets

Intangible Assets are amortized on a systematic basis over the revenue pattern it will generate. The evaluation of recoverability of intangible assets is done periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

g) Accountal for Deposits for utilities

Small deposits for public utility services like water, gas, electricity, telephone etc up to limit of Rs. 15,000/- are charged off in the year in which the deposit is made

28. List of related parties

S. No.	Name of Related Parties	Relationship
1	IRCON International Limited	Holding Company
2	Rail Land Development Authority	Associates
3	GARUD	JV of IRSDC & Govt. of Gujarat
4	Key Managerial Persons (KMP)	
	a. Mr. MK Singh	Director & Chairman
	b. Mr. Anil Kumar Gupta	Director (IRCON)
	c. Mr. Nareshchandra Goel	Director (RLDA)
	d. Mr. Yogesh Kumar Misra	Director (IRCON)
	e. Mr. Ajit kumar	Director (RLDA)
	f. Mr. SK Lohia	MD & CEO/ IRSDC
	g. Mr. Parag Verma	COO/ IRSDC
	h. Ms. Yamini Sahib (from 01.04.2016 to 04.10.2016)	CFO/ IRSDC
	i. Mr. BB Sood (From 30.09.2016 onwards)	CFO/ IRSDC
	j. Mr. PK Sahoo	CS/ IRSDC

28.1 Details of Related Party Transactions during the year

(₹ in lakhs)

Name of Related Party	Particulars	Transactions		Outstanding Balances		
		2016-17	2015-16	As at 31.03.2017	As at 31.03.2016	As at 01.04.2015
IRCON	Reimbursement of PF contribution, PF & VPF deduction, retirement benefits, rent, electricity & others etc.	163.14	127.05	47.50	36.30	27.03
IRCON	Reimbursement to IRCON towards leave encashment, arrear paid & gratuity.	7.36	22.66	Nil	Nil	Nil
GARUD	Application money for Subscription to Equity Share Capital-26%	2.60	Nil	Nil	Nil	Nil
KMP	Remuneration to Key Management Personnel shown in 28.2 below					

28.2 Details of Managerial Remuneration paid during the year

(₹ in lakhs)

S. No.	Particulars	2016-17	2015-16
1	Short Term Employee benefits Salary & Allowances	67.56	64.11
2	Other Long Term benefits Contribution to Provident Fund	5.72	4.32
3	Post Employment Benefits Other Retirement Benefits	15.81	8.94
	Total	89.09	77.37

The directors of the company are appointed/nominated by IRCON & RLDA and no remuneration is being paid by the company. Hence the remuneration of CEO, COO, CFO & CS are being shown above.

- 29** Indian Railway Stations Development Corporation Limited (IRSDC) was incorporated on April 12, 2012 as a Joint Venture of Ircon International Limited (IRCON) (A Govt. of India Undertaking, under Ministry of Railways) and Rail Land Development Authority (RLDA), a statutory authority under the Ministry of Railways with the aim to develop the Railway Stations across India with primary objective of augmenting and maintaining passenger amenities at stations in a holistic manner. IRSDC, in addition to redevelopment/remodeling/up gradation of level of passenger amenities shall be responsible to maintain station premises for the period specified in respective agreements. During the current financial year FY 2016-17, company has issued Letter of award for Habibganj railway station.
- 30** The Company obtained Certificate of Commencement of Business on 09th May, 2012 from the office of Registrar of Companies. The Equity stake of IRCON and RLDA in IRSDC is in the ratio of 51%:49% respectively. **Ministry of Railways vide their letter dated 10.04.2017 has decided to transfer 1% equity to RLDA from IRCON to make the participation of both the stakeholders at 50:50. The transfer based on this directive is in under implementation.**
- 31** The company is currently involved in technical and financial feasibility studies of the assigned railway stations which led to commercial revenue in subsequent years as and when the task of commercial development is allocated to the developed'
- 32** **Contingent Liability**
Contingent liability consists of amounts not provided for:
Claims against the company not acknowledged as debt ' Nil (Nil) excluding the amount of provision for contingent liability.
Contingent Assets
The company has no Contingent assets.
- 33** **Commitment:**
The Company has Rs. 902.25 lakhs (31.03.2016: Rs.1119.71 lakhs, 01.04.2015 Rs. 1402.77 lakhs) Capital Commitment and ' Other Commitment Nil (Nil).
- 34** (a) Some of the balances shown creditors are subject to confirmation /reconciliation /adjustment, if any. The Company has been sending letters for confirmation to parties.
(b) Income tax (including TDS) shown under Current Tax Assets are subject to confirmation/reconciliation/adjustment, if any.
(c) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.
- 35** (i) The Company has not received any information from any of its suppliers of their being covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Based on this information, there are no amounts due to Micro, Small and Medium Enterprises as on 31st March 2017 (as at 31st March 2016 Nil, as at 1 st April 2015 Nil).

(ii) The company has not received any information from any of its suppliers of their being a small scale industrial unit. Based on this information, amount due to small scale industrial undertaking, which is outstanding for more than 30 days as on 31st March 2017 is Nil (as at 31st March 2016 Nil, as at 1 st April 2015 Nil).

- 36** There are Nil (Nil) cases of imports and Nil foreign currency expenditure incurred during the year towards travelling expenses and therefore the disclosure of the CIF value of the imports is not applicable.
- 37** The employees in the Company are posted on nomination / secondment basis from IRCON (Holding Company) & RLDA.
The provision for Retirement Benefits of nominated employees in terms of respective Ind AS-19 is being made by its Holding company as per their accounting policy.
Provident Fund Contribution of the employees on nomination / secondment has been regularly deposited by the holding company with its P.F Trust.
- 38** Operating segment are reported in the manner consistent with the internal reporting provided to chief operating decision maker(CODM). CODM has identified only one operating segment, hence no separate disclosure are required.
- 39** During the FY 2016-17, company has not impaired any asset.
- 40** **Approval of financial statement**
The financial statements were approved for issue by the Board of Directors on 22.08.2017
- 41** **Specified Bank Note Reporting**
The company did not have any specified bank note as defined in the MCA notification G.S.R. 308(e) dated 31.03.2017 on the Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016. The denomination wise SBN and other notes as per the notification is given below:

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-

For the purpose of this clause, the term specified bank notes shall have the same meaning provided in the notification of the Govt. of India, in the ministry of finance, Dept of Economic affairs no. S.O. 3407(E), dated 8th November 2016.

Indian Railway Stations Development Corporation Limited

Reconciliation of Equity as at 31st March 2016

(₹ in lakhs)

Particulars		Indian (GAAP)	Adjustments	IND AS
I.	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment	7.13	-	7.13
	(b) Intangible Assets under development	2,039.89	-	2,039.89
	(c) Financial Assets			
	(i) Investments	-	-	-
	(ii) Loans	5.20	-	5.20
	(iii) Others	2.52	-	2.52
	(d) Deferred tax assets (Net)	4.46	-	4.46
	(e) Other non-current assets	-	-	-
		2,059.20	-	2,059.20
2	Current assets			
	(a) Inventories	-	-	-
	(b) Financial Assets			
	(i) Cash and cash equivalents	415.20	-	415.20
	(ii) Bank Balances other than (I) above	1,967.49	-	1,967.49
	(iii) Loans	1.84	-	1.84
	(iv) Others	119.73	-	119.73
	(c) Other current assets	0.22	-	0.22
	(d) Current Tax Assets	10.27	-	10.27
		2,514.75	-	2,514.75
	Total Assets	4,573.95	-	4,573.95
II.	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	4,000.00	-	4,000.00
	(b) Other Equity	458.20	-	458.20
		4,458.20	-	4,458.20
2	Liabilities			
(i)	Non-current liabilities			
	(a) Financial Liabilities			
(ii)	Current liabilities			
	(a) Financial Liabilities			
	(i) Trade payables	17.54	-	17.54
	(ii) Other financial liabilities	58.56	-	58.56
	(b) Other current liabilities	6.36	-	6.36
	(c) Current Tax liability (Net)	33.29	-	33.29
		115.75	-	115.75
	Total Equity and Liabilities	4,573.95	-	4,573.95

*The previous GAAP Figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Indian Railway Stations Development Corporation Limited

Note 42 First-time adoption of Ind AS

These financial statements, for the year ended 31 March 2017, are the first the company has prepared in accordance with Ind-AS. For periods up to and including the year 31 March 2016, the company prepared its financial statements in accordance with the Indian GAAP, including accounting standards notified under the companies (Accounting Standards) Rules, 2016 (as amended).

Accordingly the company has prepared financial statements which comply with Ind-AS applicable for the periods on or after the 31 March 2017, together with the comparative period data as at and for the year ended 31 March 2016, as described in the summary of the significant accounting policies. In preparing these financial statements, the company opening balance sheet was prepared as at 1 April 2015, the company date of transition to Ind-AS. This note explains the principal adjustments made by the company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2015 and the financial statements as at and for the year ended 31 March 2016

Exemptions applied

Ind-AS 101 allows first time adopters certain exemptions from the retrospective application of certain requirements under Ind-AS. Company has applied the following exemptions:-

1. Estimates

The estimates at 1 April 2015 and at 31 March 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies). The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 1 April 2015, the date of transition to Ind-AS and as of 31 March 2016.

2. Deemed Costs

Since there is no change in functional currency, the company has elected to continue with the previous GAAP carrying value of all property Plant and Equipment and intangibles as recognised in the previous GAAP financials as deemed cost at the transition date.

3. Classification and measurement of Financial Assets

Company assess the classification and measurement of Financial Assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Reconciliation of Equity as at 1st April 2015 (at the date of Transition)

(₹ in lakhs)

Particulars		Indian (GAAP)	Adjustments	IND AS
I.	ASSETS			
1	Non-current assets			
	(a) Property, Plant and Equipment	10.08	-	10.08
	(b) Intangible assets under development	1,413.04	-	1,413.04
	(c) Financial Assets			
	(i) Investments	-	-	-
	(ii) Loans	5.51	-	5.51
	(iii) Others	3.62	-	3.62
	(d) Deferred tax assets (Net)	8.93	-	8.93
	(e) Other non-current assets	-	-	-
		1,441.18	-	1,441.18
2	Current assets			
	(a) Inventories	-	-	-
	(b) Financial Assets			
	(i) Cash and cash equivalents	626.09	-	626.09
	(ii) Bank Balances other than (I) above	2,199.38	-	2,199.38
	(iii) Loans	2.87	-	2.87
	(iv) Others	166.62	-	166.62
	(c) Other current assets	0.22	-	0.22
	(d) Current Tax Assets	9.23	-	9.23
		3,004.41	-	3,004.41
	Total Assets	4,445.59	-	4,445.59

(₹ in lakhs)

Particulars		Indian (GAAP)	Adjustments	IND AS
II.	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	4,000.00	-	4,000.00
	(b) Other Equity	343.69	-	343.69
		4,343.69	-	4,343.69
2	Liabilities			
	(i) Non-current liabilities			
	(a) Financial Liabilities			
	(ii) Current liabilities			
	(a) Financial Liabilities			
	(i) Trade payables	16.23	-	16.23
	(ii) Other financial liabilities	73.87	-	73.87
	(b) Other current liabilities	7.08	-	7.08
	(c) Current Tax liability (Net)	4.72	-	4.72
		101.90	-	101.90
	Total Equity and Liabilities	4,445.59		4,445.59

*The previous GAAP Figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Indian Railway Stations Development Corporation Limited

Reconciliation of total comprehensive income for the year ended 31st March 2016

(₹ in lakhs)

Particulars		Indian (GAAP)	Adjustments	IND AS
	Revenue :			
I.	Revenue from operations	-	-	-
II.	Other income	243.51	-	243.51
III.	Total Income (I + II)	243.51	-	243.51
IV.	Expenses:			
	Operating and administrative expenses :			
	- Operating Expenses	-	-	-
	- Administrative Expenses	-	-	-
	Employee benefits expenses	-	-	-
	Depreciation, amortization and impairment	-	-	-
	Other Expenses	-	-	-
	Total Expenses (IV).	-	-	-
V.	Profit/loss Before exceptional items and Tax (III - IV)	243.51	-	243.51
VI.	Exceptional items	-	-	-
VII.	Profit/(Loss) before tax (V - VI)	243.51	-	243.51
VIII	Tax expense:			
	(1) Current tax			
	- For the year	76.05	-	76.05
	- For earlier years (net)	48.48	-	48.48
(2)	Deferred tax (net)	4.47	-	4.47
	Total Tax Expense (VIII)	129.00	-	129.00
IX	Profit/(loss) for the period from continuing operation (VII - VIII)	114.51	-	114.51
X	Profit/(loss) from discontinued operations	-	-	-
XI	Tax Expense of discontinued operations	-	-	-
XII	Profit/(loss) from discontinued operations (after tax) (X-XI)	-	-	-
XIII	Profit/(loss) for the period (IX+XII)	114.51	-	114.51
XIV	Other Comprehensive Income			
A.	(i) Items that will not be reclassified to profit and loss	-	-	-
	(ii) Income Tax relating to Items that will not be reclassified to profit and loss	-	-	-
B.	(i) Items that will be reclassified to profit and loss	-	-	-
	(ii) Income Tax relating to Items that will be reclassified to profit and loss	-	-	-
	Other Comprehensive Income	-	-	-
XV	Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)	114.51	-	114.51
XVI	Earnings Per Equity Share: (For Continuing Operation)			
	(1) Basic	0.29	-	0.29
	(2) Diluted	0.29	-	0.29
XVII	Earnings Per Equity Share: (For discontinuing Operation)			
	(1) Basic	-	-	-
	(2) Diluted	-	-	-
XVIII	Earnings Per Equity Share: (For discontinued and continuing Operation)			
	(1) Basic	0.29	-	0.29
	(2) Diluted	0.29	-	0.29

*The previous GAAP Figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Indian Railway Stations Development Corporation Limited

Reconciliation of Total Equity as at 31st March 2016 and 1st April 2015

(₹ in lakhs)

Particulars	Notes	31 March 2016	01 April 2015
Total Equity (shareholder's fund) as per previous GAAP		4,458.20	4,343.69
Adjustments		-	-
Total Equity (shareholder's fund) as per Ind-AS		4,458.20	4,343.69

Reconciliation of Total Comprehensive Income for the year ended 31st March 2016

(₹ in lakhs)

Particulars	Notes	31 March 2016
Profit after tax as per previous GAAP		114.51
Adjustments		
Profit after tax as per Ind-AS		114.51

Impact of Ind-AS on the Cash flow for the year ended 31st March 2016

(₹ in lakhs)

Particulars	Notes	Indian (GAAP)	Adjustments	IND AS
Net Cash From Operating Activities		177.44	(0.00)	177.44
Net Cash From Investing Activities		(388.33)	0.00	(388.33)
Net Cash From Financing Activities		-	-	-
Net Decrease In Cash & Cash Equivalent		(210.89)	0.00	(210.89)
Cash & Cash Equivalent as at 1st April 2015		626.09		626.09
Cash & Cash Equivalent as at 31st March 2016		415.20	0.00	415.20

*The previous GAAP Figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

BANSAL GUPTA & ASSOCIATES

CHARTERED ACCOUNTANTS

H. O. : C-37, CONNAUGHT PLACE, OPP. ODEON CINEMA, NEW DELHI-110001

B. O. : FLAT NO. 6, 3RD FLOOR, NAVRATRA APARTMENTS,
112/35, SWAROOP NAGAR, KANPUR-208002

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Indian Railway Stations Development Corporation Limited
New Delhi**

Report on the Ind-AS Financial Statements

We have audited the accompanying **Ind-AS** financial statements of Indian Railway Stations Development Corporation Ltd ("the Company") which comprise the Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss (including Other Comprehensive Income) for the year then ended, and a summary of significant accounting policies and other explanatory information in which are incorporated the accounts of the company.

Management's Responsibility for the Company Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind-AS financial statements that give a true and fair view of the State of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (**Ind-AS**) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the **Ind-AS** financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these **Ind-AS** financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the IND AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the **Ind-AS** financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the **Ind-AS** financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the **Ind-AS** financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the **Ind-AS** financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the **Ind-AS** financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the **Ind-AS** financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid **Ind-AS** financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including **Ind-AS** :

- (a) of the state of affairs (financial position) of the company as at March 31st 2017; and
- (b) Its profit/loss (financial performance including other comprehensive income) and the changes in equity for the year ended on that date.

Other Matters

The comparative financial information of the company for the year ended 31st March 2016 and the transition date opening balance sheet as at 1st April 2015, included in these **Ind-AS** financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditors whose report for the year ended 31st March 2016, and 31st March 2015 dated 31.08.2016 and 03.09.2015 respectively expressed an unmodified opinion on those financial statement, as adjusted for the differences in the accounting principles adopted by the Company on transition to the **Ind-AS**, which have been audited by us.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit & Loss and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

- a) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - a) The company has disclosed the impact of pending litigations on its financial position in its **Ind-AS** financial statements-Refer Note No. 32 to the **Ind-AS** financial statements.
 - b) The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts -Refer Note No. 32 to the financial statements.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
 - d) The company has provided requisite disclosures in its **Ind-AS** financial statements as to holdings as well as dealings in Specified Bank notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 40 to the **Ind-AS** financial statements.

For Bansal Gupta & Associates
Chartered Accountants
FRN: 017358N

(CA. A. Purwar)
(Partner)
M. No. : 400425

Place: DELHI
Date: 22-08-2017

Annexure 'A' to the Independent Auditors' Report of even date on the Financial Statements of Indian Railway Stations Development Corporation Ltd for the year ended 31st March, 2017.

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, tangible assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- ii) a) Since there is no inventory, question of physically verification does not arise.
- b) Since there is no inventor, question of procedures of physical verification does not arise.
- c) Since there is no inventory, question of maintaining any record of inventory does not arise.
- iii) According to the information and explanation given to us by the management and records produced, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, paragraph 3(iii) of the Order is not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and security granted; in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- v) In our opinion and according to the information and explanations given to us, and as per our examination of records, the company has not accepted any deposits from public and therefore, the derivatives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and rules framed there under, are not applicable.
- vi) The central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of the Company.
- vii) a) The Company is generally regular in depositing undisputed statutory dues with appropriate authority including provident fund, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable with the appropriate authorities. Employees' State Insurance is not applicable to the Company. According to the information and explanation given to us, there are no undisputed statutory dues which were outstanding as on 31.03.2017 for a period of more than six months from the date the same become payable.
- b) According to information and explanation given to us, and as per our examination of records of the Company, there is no undisputed dues on account of sales tax, service tax, entry tax, trade tax, income tax, duty of customs, royalty, provident fund, duty of excise and cess matters that have not been deposited on account of dispute as on 31.3.2017.

Name of the statute	Nature of disputed Dues	Amount outstanding (in Rs. Crores)	Period to which the amount relates	Forum where dispute is pending
----- NIL -----				

- c) Provision relating to investor education and protection fund are not applicable to the company.
- viii) The Company is a debt free Company, so the question of default by the Company in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holder does not arise.
- ix) The Company is debts free Company, so the question of use by the Company of moneys raised by way of initial public offer or further public offer (including debt instruments) and term loan for the purpose for which it was given, does not arise.
- x) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

- xi)** According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii)** The Company is not a Nidhi Company as specified in the Nidhi Rules, 2014. Thus the requirements under para 3(xii) of the Companies (Auditor's Report) Order 2016 are not applicable to the Company.
- xiii)** According to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv)** According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv)** According to the information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him, within the provisions with the directors or persons connected with him, within the provisions of section 192 of the Companies Act, 2013.
- xvi)** The Company is not a Non-banking finance company, hence registration under section 45-IA of the Reserve Bank of India Act, 1934 does not arise.

For Bansal Gupta & Associates
Chartered Accountants
FRN: 017358N

(CA. A. Purwar)
(Partner)
M. No. : 400425

Place: DELHI
Date: 22-08-2017

Annexure 'B' to the Auditors' Report

Referred to in paragraph 2(e) under the heading “report on other legal and regulatory requirements” of our report of even date on the standalone financial statements of Indian Railway Stations Development Corporation Ltd.

Report on the Internal Financial controls under clause (l) of sub-section 3 of section 143 of the Companies Act, 2013 ('the Act').

We have audited the internal financial reporting of Indian railway Stations Development Corporation Ltd. as of march 31, 2017 in conjunction with our audit of the INDAS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the company internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance Note on Audit of Internal Financial Controls Over Financial reporting (the “Guidance Note”) and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial reporting - Ind AS

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods

are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at march 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial reporting issued by the Institute of Chartered Accountants of India.

For Bansal Gupta & Associates
Chartered Accountants
FRN: 017358N

(CA. A. Purwar)
(Partner)
M. No. : 400425

Place: DELHI
Date: 22-08-2017

BANSAL GUPTA & ASSOCIATES

CHARTERED ACCOUNTANTS

H. O. : C-37, CONNAUGHT PLACE, OPP. ODEON CINEMA, NEW DELHI-110001

B. O. : FLAT NO. 6, 3RD FLOOR, NAVRATRA APARTMENTS,
112/351, SWAROOP NAGAR, KANPUR-208002

COMPLIANCE CERTIFICATE

We have conducted the audit of accounts of M/s. INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED for the year ended 31st March 2017 in accordance with the direction/sub directions issued by the C & A.G. of india under Section 143(5) of the Company's Act, 2013 and certify we have complied with all direction/sub directions issued to us.

Place: DELHI
Date: 01-09-2017

For Bansal Gupta & Associates
Chartered Accountants
FRN: 017358N

(CA. A. Purwar)
(Partner)
M. No. : 400425

BANSAL GUPTA & ASSOCIATES

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H. O. : C-37, CONNAUGHT PLACE, OPP. ODEON CINEMA, NEW DELHI-110001

B. O. : FLAT NO. 6, 3RD FLOOR, NAVRATRA APARTMENTS,
112/351, SWAROOP NAGAR, KANPUR-208002

Dated : 01.09.2017

**Sr. Audit Officer (Hq.)
Railway Audit Commercial,
COFMOW
Railway Office Complex,
Tilak Bridge
New Delhi-110002.**

Subject :- The supplementary audit under 143(5) of the Companies Act 2013 of INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED for the year ended 31st March, 2017.

Sir/madam,

Please find enclosed herewith the supplementary audit report under 143(5) of the Companies Act 2013 of M/s. INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED for the year ended 31st March, 2017.

Thanking you,

Your's faithfully

**For Bansal Gupta & Associates
Chartered Accountants
FRN: 017358N**

(CA. A. Purwar)

(Partner)

M. No. : 400425

BANSAL GUPTA & ASSOCIATES

CHARTERED ACCOUNTANTS

H. O. : C-37, CONNAUGHT PLACE, OPP. ODEON CINEMA, NEW DELHI-110001

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112/351, SWAROOP NAGAR, KANPUR-208002

Directions u/s 143(5) of the Companies Act, 2013 (Earlier u/s 619(3) (a) of the Companies Act, 1956) for the year ended 31st March, 2017

I	Directions	Auditor's Observation
(1)	If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process.	As per information provided and explanations given to us, this point is Not Applicable to the Company.
(2)	Please report whether there are any cases of waiver/write off of debts/loans/interest etc., if yes, the reasons there for and the amount involved.	As per information provided and explanations given to us, there is no waiver/write off of debts/loans/interest etc. during the year.
(3)	Whether proper records are maintained for inventories lying third parties & assets received as gift from Govt. or other authorities.	Since the Company does not inventory, question of maintaining proper record is not applicable. Further, as per information provided and explanations given to us, no assets have been received as gift from Govt. or other authorities.
(4)	A report on age-wise analysis of pending legal/arbitration cases including the reasons of pendency and existence/effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given.	As per information provided and explanations given to us, the Company does not have any legal/arbitration cases.



सत्यमेव जयते

Confidential/गोपनीय
भारतीय लेखा परीक्षा एवम् लेखा विभाग
महानिदेशक लेखा परीक्षा, रेलवे-वाणिज्यिक का कार्यालय
काफमो, भारतीय रेल, तिलक ब्रिज, नई दिल्ली-110002
INDIAN AUDIT AND ACCOUNTS DEPARTMENT
OFFICE OF THE DIRECTOR GENERAL OF AUDIT, RLY-COMMERCIAL
COFMOW INDIAN RAILWAYS, TILAK BRIDGE, NEW DELHI-110002

No. PDA RC/RPSU/32-90/IRSDC/2017-18/73

Dated: 13/09/2017

लोक सेवा

उपरोक्त फंक्शनल
बि.एम. उ. ज्योस लव्स कुल मयि एसवी दकल कज्स कु फयेवम
उबल फनयि

फो"क; % 31 एप्रिल 2017 दस ल एलर ओ"कल दस फु; बि.एम. उ. ज्योस लव्स कुल मयि एसवी दकल कज्स कु
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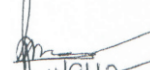
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वि. अरु. से.
13/09/2017
1/च- वकज- एक्स मयि
egkfunskd@vkj-lh-

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF INDIAN RAILWAY STATIONS DEVELOPMENT
CORPORATION LIMITED FOR THE YEAR ENDED 31 MARCH 2017**

The preparation of financial statements of INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED, New Delhi for the year ended 31 March 2017 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on these financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 22-08-2017.

I, on the behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of INDIAN RAILWAY STATIONS DEVELOPMENT CORPORATION LIMITED for the year ended 31 March 2017 under section 143 (6)(a) of the Act.

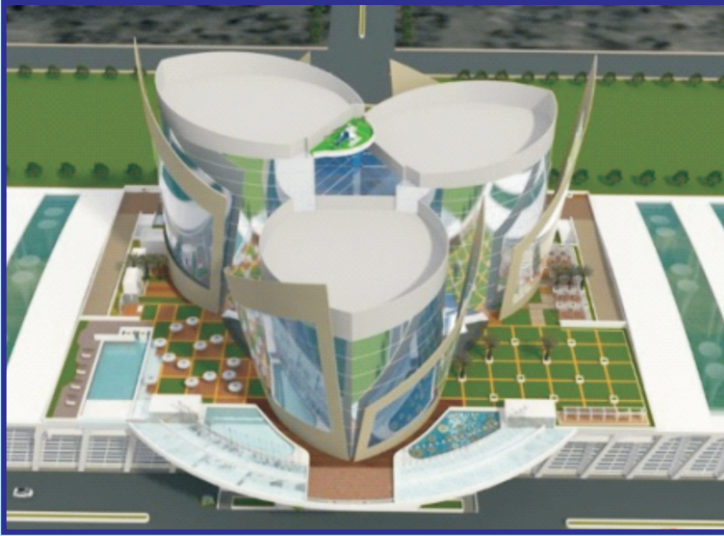
**For and on the behalf of the
Comptroller & Auditor General of India**



(B.R. Mondal)

**Principal Director of Audit
Railway Commercial, New Delhi**

**Place: New Delhi
Date: 01-09-2017**



Building Future.....



Indian Railway Stations Development Corporation Limited
(A JV of IRCON & Rail Land Development Authority)

4th Floor, Palika Bhawan, Sector-XIII, R. K. Puram, New Delhi - 110066 India
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CIN : U45204DL2012GOI234292